

# **Institut terezínských skladatelů, z. s.**

## **STATUTES OF THE ASSOCIATION**

### ***Article I***

#### ***INTRODUCTORY PROVISIONS***

1. The name of the association is **Institut terezínských skladatelů, z. s.**
2. The registered seat of the association is in Terezín, Czech Republic.

### ***Article II***

#### ***LEGAL STATUS OF THE ASSOCIATION***

1. Institut terezínských skladatelů, z. s. [The Terezín Composers Institute, registered association] (hereafter, the "Association") is a voluntary, self-governing and independent union associating members based on a common interest. If not determined otherwise in these Statutes, the Association is governed by the Act No. 89/2012 Coll., Czech Civil Code, as amended.
2. The Association is a legal entity.
3. The official languages of the Association are Czech and English. The name of the Association in English is The Terezín Composers Institute.

### ***Article III***

#### ***PURPOSE OF THE ASSOCIATION***

1. The purpose of the Association is to preserve, commemorate and develop the legacy of the Terezín composers, as well as of all cultural activities of prisoners of the Terezín ghetto and other concentration camps through scientific, educational and academic activities, and through documenting, exhibiting, publishing and promotional activities.

### ***Article IV***

#### ***SCOPE OF ACTIVITY***

1. The scope of activity of the Association is to fulfil the purpose of the Association, mainly in the form of:
  - a) collecting and preservation of all available materials concerning in particular the Terezín composers,
  - b) documenting, copying and archiving documentary material in the Institute archives,
  - c) operation of the Institute library,
  - d) hosting conferences, seminars, educational events and discussions,
  - e) hosting social events,

- f) study of, research on and educational activities' dissemination regarding the works in particular of the Terezín composers,
- g) close cooperation with the festival Věčná naděje [Everlasting Hope] and conferences,
- h) publishing and performing individual works of art,
- i) issuing regular newsletters and annuals.

## **Article V**

### **MEMBERSHIP**

#### **1. Acquisition of membership**

- 1.1 Members of the Association may be natural persons and legal entities. Members of the Association are founding members and members whose acceptance into the Association was approved by the Executive Board.
- 1.2 The majority of votes of all Executive Board members is necessary for accepting a member into the Association,
- 1.3 The membership begins on the day stated in the decision of the Executive Board to accept the given member.
- 1.4 From the moment of filing a written request for membership until its acceptance or refusal by the Executive Board, the membership applicant is considered a candidate for membership in the Association.

#### **2. Termination of membership**

- 2.1 Membership in the Association terminates:
  - a) upon withdrawal of a member,
  - b) by failure to pay the membership contribution (the first membership contribution is due within two months from the date of acceptance of a member),
  - c) by dismissal based on the Executive Board's decision for breach of the Statutes of the Association,
  - d) by death of a member,
  - e) by termination of the Association.
- 2.2 The intention to withdraw from the Association shall be notified in writing to the Executive Board. The written notification may also be in the electronic form. The withdrawing member shall fulfill all obligations that were assumed during his membership. Membership terminates on the date of delivery of the notice to the Executive Board.
- 2.3 A member may be dismissed from the Association for gross breach of the Statutes of the Association. The Executive Board shall decide on expulsion by a majority of votes of all members of the Executive Board. Membership terminates on the date stated in the Executive Board's decision to dismiss a member from the Association.
- 2.4 Upon termination of membership, the former member loses all rights of a member of the Association effective on the date of membership termination.

### **3. Membership**

- 3.1 A person who applies for a membership may become a member of the Association. The Executive Board decides on such applications.
- 3.2 Also, a person invited by the Executive Board to become a member, may become a member of the Association. Membership shall be offered to persons striving to fulfill the purpose of the Association and having expectations of contributing substantially to it.
- 3.3 The basis for the decision of the Executive Board on whether or not to accept a member is a written application of the applicant for acceptance as a member of the Association (or a written consent adjoining the invitation to become a member of the Association), containing a commitment to comply with the Statutes of the Association and decisions of the Association adopted even during the period preceding the start of his membership.
- 3.4 If a member is a legal entity, as a rule it shall designate its permanent representative to the Association. A representative of a legal entity may simultaneously be a member of the Association as a natural person.

### **4. Partners**

- 4.1 A partner of the Association is a person whom the Executive Board nominates after his written consent, which the Executive Board shall request in advance.
- 4.2 Partners of the Association are mainly national or foreign state bodies, national or international institutions or their representatives.
- 4.3 Partners support Association's activities and objectives and contribute to the promotion of the Association.

### **5. Honorary members**

- 5.1 The Executive Board may recognize honorary membership for a person.
- 5.2 Honorary members are not obliged to pay membership contributions.

6. The Association shall maintain a list of members, which is not intended for disclosure. The Association shall protect personal data that it maintains in relation to membership. Every member, including a former member, shall receive upon request a confirmation of membership along with an extract from the list of members containing data about himself or confirmation of their deletion. The Executive Board shall issue this document, and it may also be in electronic form. At their request, legal entities and natural persons may be published as members of the Association.
7. The Association shall maintain a list of partners, which is intended for disclosure.

## **Article VI**

### **MEMBERS´S RIGHTS AND RESPONSIBILITIES**

#### **1. Rights of an Association member**

The Association member has in particular the right:

- a) to attend Members Meetings and all activities that the Association develops in the framework of its purpose and scope of activity, and to apply the results of such activity,
- b) to put forward ideas and comments regarding Association's activity and development,
- c) to put forward ideas and comments regarding these Statutes,
- d) to elect representatives of Association members into bodies of the Association, to submit proposals for their recall, and to be elected into such bodies,
- e) to present his membership in the Association to the public.

#### **2. Obligations of an Association member**

The Association member has in particular the obligation:

- a) to support the purpose of the Association and take part in its activities,
- b) to comply with the Statutes of the Association,
- c) to provide and update data concerning himself or his representative for the purpose of keeping a list of members and for managing communication in the framework of the Association,
- d) to pay membership contributions within the prescribed time-limit,
- e) to support Association's activity.

## **Article VII**

### **BODIES OF THE ASSOCIATION**

The bodies of the Association are:

- a) the Members Meeting;
- b) the Association Executive Board, also "Executive Board";
- c) the Association Chairman of the Executive Board, also "Chairman".

#### **1. Association Members Meeting**

- 1.1 The supreme body of the Association is the Members Meeting of the Association (hereafter, the "Members´ Meeting").

- 1.2 The Members' Meeting is formed by all Association members. Participation in a Members' Meeting means assembly of members or remote participation by means of electronic communication.
- 1.3 The powers of the Members Meeting include:
  - a) to elect members of the Executive Board,
  - b) to approve the Report on Activities of the Association,
  - c) to approve the Statutes and their amendments;
  - d) to decide on termination, merger or splitting up of the Association.
- 1.4 The Members' Meeting shall meet at least once per year, and the Association Director or an authorized member of the Association Executive Board shall call the meeting. Invitations along with the meeting agenda, draft decisions, determination of the method of remote participation by means of electronic communication and materials shall be sent to Association members at least 20 calendar days preceding the fixed date. Association members may put forward objections or comments to the meeting agenda or draft decisions by no later than 10 calendar days preceding the fixed day of the Members' Meeting. The modified draft decisions shall be submitted to members by no later than 5 calendar days preceding the term for holding the Members Meeting.
- 1.5 The Members' Meeting shall have a quorum if at least one tenth of Association members are present. As present are considered also members attending the Members' Meeting remotely according to Art. 1.4 or voting remotely by the means stated in the invitation to the Members' Meeting.
- 1.6 The Members' Meeting shall decide by a majority of votes of the Association members present if not determined otherwise by these Statutes. Every Association member has one vote.
- 1.7 The member may empower a representative to personally attend the Member Meeting. The power of attorney must be drawn up in writing. The representative is entitled to accept multiple powers of attorney as well. Representation upon remote attendance is prohibited.
- 1.8 The Association Executive Board shall provide a copy of the minutes of the Member Meeting, which two of its members shall sign. The minutes shall be made available at the Association's Website or provided upon request of an Association member.

## **2. Association Executive Board**

- 2.1 The Association Executive Board is a body for conceptual decision-making and exercising control in the Association.
- 2.2 The powers of the Executive Board mainly include:
  - a) To elect its Chairman of the Executive Board,
  - b) to approve the Report on Management of the Association,
  - c) to submit proposals for negotiations of the Member Meeting,
  - d) to discuss ideas and comments of members,
  - e) to issue internal regulations of the Association,
  - f) to accept and dismiss Association members,

- g) to resolve conflicts between Association members or to establish an ad hoc conciliation committee for their resolution
  - h) to determine the amount of membership contributions, which may be determined in different ways for natural persons and legal entities or their grouping.
- 2.3 Executive Board has three members who are elected by the Members Meeting. Executive Board members are elected for a term of five years. During that period, it is possible for Executive Board to co-opt other members of the Executive Board, or co-opt members for those whose membership in Management terminated for any reason.
- 2.4 Executive Board shall have a quorum if a majority of Executive Board members are present. A majority of votes of the Executive Board members present is needed for adoption of Executive Board decisions. Voting is to take place by acclamation.
- 2.5 Executive Board shall meet at least three times per year, and if necessary, it may meet upon proposal of any Executive Board member. That proposal shall be submitted in writing (electronically), shall be justified and shall contain proposal for a date of a meeting. The Chairman shall decide within seven days on the urgency and date to convene a meeting of Executive Board. The Chairman shall convene a meeting of Executive Board by no later than seven calendar days preceding the fixed date.
- 2.6 The Chairman shall provide a copy of the minutes of the meeting of the Executive Board to its members.

Executive Board may adopt a decision by remote participation through electronic communication (per rollam). The Chairman shall submit to Executive Board members a proposal for adoption of a decision in written or electronic form, including a deadline within which Executive Board members are to respond. Such decision is valid if adopted by a majority of all Executive Board members. Executive Board shall provide a copy of that decision to members, it shall be made available electronically.

- 2.7 Executive Board members are obliged to perform their duties with essential loyalty, as well as with the necessary knowledge and care.
- 2.8 The Executive Board shall, at least once per year, control the functioning of the Association and activities of the Chairman or shall establish a control group.
- 2.9 The Executive Board may appoint a person as an Honorary member of the Executive Board from the ranks of honorary members. Such a member of the Association Honorary Board does not have obligations of a (regular) member the Association Executive Board.

### **3. Association's Chairman of the Executive Board**

- 3.1 The Association's Chairman of the Executive Board is a statutory body managing the activities of the Association.
- 3.2 The Chairman represents the Association externally and signs on its behalf.
- 3.3 The powers of the Chairman mainly include:
- a) to decide on all questions that are not entrusted by these Statutes to the powers of a different body,
  - b) to conceive and approve agreements with partners and cooperating entities,
  - c) to plan and perform economic management of the Association,

- d) to represent the Association outwardly, negotiate and sign on its behalf,
  - e) to decide on the address of Association's registered seat,
  - f) to update data stored in the Association register.
- 3.4 Performance of his duties in the Association Executive Board is unpaid.
- 3.5 If minutes from the meeting of the Association Executive Board are not prepared, the chair, Chairman of the Executive Board or authorized member of the Association Executive Board shall provide minutes.
- 4. Termination of membership in Association bodies**
- 4.1 Membership in Association bodies terminates:
- a) by expiration of the term of office,
  - b) by resignation of a member,
  - c) by dismissal of a body member by the Member Meeting.
- 4.2 In case of resignation of a member of a body of the Association, that member shall notify the Executive Board in writing. Performance of duties terminates upon expiration of an one month time-limit from the date of delivery of the resignation notification.
- 4.3 Termination by expiration of the term of office does not end sooner than the holding of a Members' Meeting, which shall decide upon a new vote for a member of the body.

## ***Article VIII***

### ***TERMINATION OF THE ASSOCIATION***

1. The Association may be terminated:
  - a) with liquidation, splitting off or merger with a different association by decision of the Members' Meeting. Adoption of the decision on termination of the Association requires approval of an absolute majority of votes of all Association members,
  - b) by a court ruling.

## ***Article IX***

### ***FINAL PROVISIONS***

1. The Association and its members are bound by internal regulations adopted by a decision of the Executive Board.
2. Digital electronic communication is used for communication among members and bodies of the Association, using especially electronic mail addresses provided on the list of members.
3. The Association undertakes to use personal data of members exclusively for internal needs of maintaining the list of members and for communication among members of the Association.

