

Light and Glass

Evropská společnost a dokumentační centrum pro lustry, světlo a osvětlení, z.s.
The European Society and Documentation Centre for Chandeliers, Light and Lighting
Europäische Gesellschaft und Dokumentationszentrum für Kronleuchter, Licht und Beleuchtung

English Translation of the Statutes of the Association

1 INTRODUCTORY PROVISIONS

1.1 TRADE NAME OF THE COMPANY

The company's trade name is: **“Light and Glass - Evropská společnost a dokumentační centrum pro lustry, světlo a osvětlení, z.s.** (hereinafter the “Company”).

The company's trade name in English language is: **„Light and Glass - The European Society and Documentation Centre for Chandeliers, Light and Lighting“.**

The company's trade name in German language is: **„Light and Glass – Europäische Gesellschaft und Dokumentationszentrum für Kronleuchter, Licht und Beleuchtung“.**

1.2 REGISTERED OFFICE

The Company's registered office is in Kamenický Šenov, Czech Republic.

1.3 GOALS OF THE COMPANY

The company has been founded in the public interest as a charitable organization. The company's goal is the organization and realization of activities of the following kinds:

- a) the collection of scholarly documentation on the manufacturing, producing, and preserving of historic chandeliers as well as their professional restoration,
- b) the compiling of all related specialized information, especially with respect to their value as a part of world art history,
- c) the gathering of information and data, the documentation of data (texts, photographs, films, interviews etc.) and references to collections and archives of original historic chandeliers,
- d) realization of research projects on historic chandeliers and glass,
- e) development of cooperation and establishment of contacts around the world,
- f) organization of education and training,
- g) holding of presentations and exhibitions and publishing activity.

The company's main activity is not business or gainful activity. Profits if any from secondary economic activities shall be used only for the attaining of the goals set forth in this Article and for the administration of the Company.

1.4 LEGAL RELATIONSHIPS OF THE COMPANY

The Company's legal relationships are governed by the valid laws of the Czech Republic. The Company was founded in May of 2000 and its formal existence began on 21 August 2000 upon its registration with the Ministry of Internal Affairs of the Czech Republic. The Company is an association of corporate entities and individuals pursuant to Act No. 89/2012 Coll. (the Civil Code). The Company is entered in the Register of Associations kept by the Ústí nad Labem Regional Court under file no. L 3883.

1.5 LANGUAGE

The Company's activities are conducted in German and English. For official purposes, the Company uses the Czech language.

2 MEMBERSHIP

2.1 ACCEPTANCE OF MEMBERS

Membership in the Company is entirely voluntary. Any individual person or corporate entity, domestic or foreign, may become a member of the Company. A candidate for membership should have an interest in the Company's goals and should also be prepared to contribute towards the attaining of those goals. The board of directors rules on the acceptance of a candidate as a member of the Company, with the exception of honorary members. A new member is informed in writing about his/her/its acceptance as a member of the Company.

2.2 CATEGORIES OF MEMBERS

The company differentiates between the following categories of members:

- A)** Individual persons: art historians, museologists, restorers, technical specialists.
- B)** Other individuals whose activities help attain the Company's goals.
- C)** Public institutions: museums, expert institutions, schools, and other corporate entities.
- D)** Firms: manufacturers and merchants, antique dealers, galleries, studios and offices dealing with lighting, and other individuals and corporate entities engaged in business.
- E)** Small firms: same as D), but with a maximum of 3 employees and an annual turnover of up to CZK 5 million. *[5 Mio CZK are in the moment about 182'500 Euro]
- F)** Sponsors, supporting members.
- G)** Other members.

2.3 RIGHTS AND DUTIES

Each member shall:

- a) contribute towards the attaining of the Company's goals,
- b) comply with the Articles of Association and the decisions of the Company's governing bodies,
- c) regularly pay the established membership contributions.

Each member is entitled:

- a) to take part in events organized by the Company and to familiarize him-/her-/itself with the results of its activities,
- b) to participate at the General Meeting, to submit motions and vote on them, and to receive explanations of Company matters at such a meeting,
- c) to withdraw from the Company voluntarily.

The General Meeting decides on other rights and duties connected with various membership categories by the consent of the majority of members in attendance and the majority of all members affected.

2.4 TRANSFERAL AND CONVEYANCE OF MEMBERSHIP

Membership in the Company is nontransferable and cannot be inherited. For membership to be conveyed to the legal successor to a corporate entity, the consent of the board of directors is required.

2.5 TERMINATION OF MEMBERSHIP

Membership in the Company is terminated:

- a) upon the death of the member (individual person) or the dissolving of the member (corporate entity without a legal successor),
- b) by a member's voluntary withdrawal from the Company,
- c) by deletion from the list of members,
- d) by expulsion from the Company.

A member may withdraw from the Company voluntarily by giving written notice. Withdrawal takes effect at the end of the calendar year during which notification was delivered to the board of directors.

A member may be deleted from the list of members on the basis of a ruling of the board of directors if, after two written warnings, he/she/it does not pay the membership fee. Members must be informed in writing of their deletion. Such deletion does not, however, relieve the member of his/her/its duty to pay a due membership fee.

The board of directors may decide to expel a member from the Company if that member has acted in a manner that is grossly contrary to the Company's interests or is seriously in default on some other duty arising from membership and has not acted to remedy the situation within a reasonable amount of time even after a written warning from the Company. Before the final ruling on expulsion, the member in question must be given the opportunity to explain his/her/its actions in person, or his/her/its written explanation must be read at a General Meeting no later than before the ruling on expulsion.

3 GOVERNING BODIES OF THE COMPANY

3.1 GENERAL MEETING

- a) The General Meeting is the supreme governing body of the Company. It consists of all of the Company's members.
- b) A General Meeting is convened in writing by the board of directors each year in the 2nd or 3rd quarter at least thirty (30) days in advance. The invitation must clearly state the place, time, and agenda of the meeting.
- c) Proposals for the acceptance of honorary members as well as other motions on which the General Meeting is to decide are submitted to the members at least seven (7) days in advance of the holding of the General Meeting in writing to the president or vice-president of the Company.
- d) Each member of the Company is entitled to participate at a General Meeting. An absent member may be represented at a General Meeting by another party on the basis of a written power of attorney.
- e) The quorum for holding a General Meeting is the participation of a majority of the Company's members. The General Meeting rules by a simple majority of the members of the Company in attendance. Each member has one vote.

- f) The General Meeting shall in particular:
- rule on amending the Articles of Association,
 - determine the main focus of the Company's activities,
 - ratify the annual report on the Company's activities, the financial results, and the Company's annual statement of accounts,
 - elect and recall members of the board of directors and inspectors,
 - rule on the amounts of membership contributions and payment due dates,
 - rule on rights and duties connected with various membership categories,
 - rule on the acceptance of honorary members,
 - rule on the dissolving of the Company.
- g) If there is not a quorum for holding a General Meeting or for other serious reasons, the board of directors may decide for the members to rule on proposed points of the agenda outside of a General Meeting. A written motion sent to all members must contain the proposed wording of the motion, documentation for it, if any, and the deadline by which a member is to respond, but not less than fifteen (15) days. For a vote to be valid, it must contain a statement signed in the member's own hand stating the date on a document bearing the full wording of the motion. A motion is carried by a majority of votes of all members. The result of voting is announced by the board of directors in writing to all members within thirty (30) days of the lapsing of the deadline for voting.

3.2 BOARD OF DIRECTORS

- a) The board of directors is the collective governing body of the Company.
- b) The board of directors has a minimum of five (5) members: the president, vice-president, treasurer, scientific secretary, and minutes clerk.
- c) The members of the board of directors are elected to individual positions by the General Meeting for a term of five (5) years, and the term of office of a member of the board of directors does not end before the election of a new member in his/her place. Members of the board of directors may be reelected.
- d) The board of directors rules on the annual plan for activities, the acceptance of new members, the use of sponsorship donations, and all other matters relating to the Company's activities that are not reserved for another body of the Company.
- e) Meetings of the board of directors are held at least twice a year, and they are convened by the president of the Company or, in case of his/her absence or inaction, the vice-president of the Company. The quorum for holding a meeting of the board of directors is an absolute majority of its members. The board of directors rules by a resolution, the adoption of which requires a majority of votes of members of the board of directors in attendance. In case of a tie, the vote of the president is decisive.
- f) The board of directors may also hold a meeting to adopt a resolution on the basis of voting in writing or voting by means of communications technology (per rollam [by letter], i.e. individual members in writing or by e-mail, videoconference, teleconference); those voting are then regarded as in attendance. The adopting of a motion under deliberation unconditionally requires the agreement of an absolute majority of all members of the board of directors.
- g) If at least two (2) members of the Company submit a written request to the board of directors, within thirty (30) days of delivery of the request, the president shall convene an emergency meeting of the board of directors, at which the matter stated in the request shall be deliberated upon. The members

who requested deliberation on the matter are entitled to be informed in writing about the manner in which the request shall be handled.

- h) If the number of members of the board of directors falls to four (4) or three (3), the remaining members of the board of directors may co-opt* substitute members until the next General Meeting is held. Co-opting* is not valid if the number of substitute members would exceed the number of duly elected members.

*[the process of adding members to an elected or appointed group at the discretion of members of the body (rather than that of the electors or appointing body) in order to fill vacancies or to appoint additional members if permitted by the group's Constitution or rules.]

3.3 INSPECTORS

- a) The General Meeting shall elect two (2) financial inspectors for a term of office of five (5) years, and the term of office of an inspector shall not end before a new inspector is elected in his/her place. Inspectors may be reelected. The inspectors may not be members of any of the Company bodies engaged in activities that are subject to inspection with the exception of the General Meeting.
- b) The inspectors inspect the Company's bookkeeping and submit a report to the General Meeting. To the extent of their authority, the inspectors may inspect the Company's documents and demand explanations from members of the Company's bodies.

3.4 JOINT PROVISIONS ON THE BODIES OF THE COMPANY

All positions in the bodies of the Company must be viewed as honorary positions, and they are not connected with any entitlement to a fee or to compensation for incurred expenses. The board of directors may rule on the possible reimbursement of part of the expenses of individual members of bodies and of members of the Company. In doing so, the board of directors shall take into consideration the contribution of such a member towards the attaining of the Company's goals and the expenditure of time connected therewith.

3.5 AFFILIATED BRANCHES

On a motion of the board of directors ratified by the General Meeting, the Company may create organizational units for special purposes – affiliated branches. Such affiliated branches may then act independently in strictly defined areas, and they are required to submit an annual report to the General Meeting on their activities and finances.

From the date of the public registration of an affiliated branch, the Company bears no liability for the affiliated branch's debts.

4 DOCUMENTATION FOR THE FINANCIAL AUDIT

4.1 LIABILITY

The Company is liable to the full value of its assets for its obligations. The members of the Company do not bear any liability for the Company's debts.

4.2 SOURCES OF THE COMPANY'S FUNDING

The sources of the Company's funding are membership contributions, monetary donations, in-kind donations, public grants and EU subsidies, other contributions, and revenue, if any, from the Company's gainful activities pursuant to paragraph 1.3 of the Articles of Association.

The amounts of membership contributions are determined by the General Meeting for each membership category.

4.3 EXPENSES OF THE COMPANY

The Company shall conduct its finances in such a manner that its expenditures are covered by its income. The Company's expenditures shall serve primarily for the activities of the Company and of its members and also for actions and services determined by a special decision of the board of directors.

4.4 BOOKKEEPING

The Company's bookkeeping shall be kept by the treasurer in compliance with valid legislative regulations. The treasurer presents financial documentation to the board of directors for approval.

4.5 ANNUAL FINANCIAL STATEMENT

The Company shall prepare an annual report containing the annual financial statement, i.e. in particular the balance sheet, profit (loss) statement, and other appendices as required by the Act on Accounting, and also the Company's budget for the current year.

The treasurer is responsible for preparing the annual report and shall submit it promptly to the board of directors and the inspectors. After its approval by the board of directors, it is submitted together with a statement from the inspectors to the General Meeting for ratification.

5 TERM OF INCORPORATION AND DISSOLVING OF THE COMPANY

5.1 TERM OF INCORPORATION

The Company is founded for an indefinite term.

5.2 DISSOLVING OF THE COMPANY

The company may be dissolved only on the basis of valid legislation.

The General Meeting shall rule on mergers, splitting, or the voluntary dissolving of the Company.

5.3 LIQUIDATION UPON DISSOLVING OF THE COMPANY

In case of the dissolving of the company with liquidation, the liquidation balance shall be transferred (deposited) to a different, similar public charity (corporate entity) determined by the General Meeting of the Company in its resolution of dissolving the Company.

6 CONCLUDING PROVISIONS

6.1 SEVERABILITY CLAUSE

Unless a special provision is established in these Articles of Association, the provisions of the Civil Code and related legislative regulations shall apply. If any provision of these Articles of Association are contrary to generally valid legislative regulations, e.g. through the influence of later changes of law, the Articles of Association shall be invalid only with respect to such contrary provisions.

6.2 LANGUAGE VERSIONS

These Articles of Association have been drawn up in Czech, German, and English. In case of any discrepancies between the language versions, the Czech version is decisive.

6.3 EFFECTIVE DATE

These Articles of Association have been ratified by the Company's General Meeting on the date 21.8. 2015, and as of that day they take effect and fully replace all previous articles of association of the company. The complete wording of the Articles of Association is kept at the Company's registered office.

Kamenický Šenov, date: 21. August 2015

Dr. Helena Koenigsmarková, PhD, president