

## **Statutes of Business Alliance of Slovakia (PAS)**

### **Article 1**

#### **Name, Residence and Legal Status**

- 1) Name: Podnikateľská aliancia Slovenska.
- 2) Abbreviation: PAS.
- 3) Name in English: Business Alliance of Slovakia.
- 4) Headquarters: Bajkalská 25, 827 18 Bratislava 212.
- 5) Podnikateľská aliancia Slovenska ("PAS") is a legal entity registered at Ministry of Interior of Slovak Republic as a civic association according to the Law on associating of citizens. Nr. 83/1990 Col.

### **Article 2**

#### **Activities and the main goal of PAS**

- 1) PAS is a civic association which unites entrepreneurs and independent experts (NGO sector) based on principles of ethics, openness, principles, solidarity and legality which are followed in its activities implemented in the Slovak Republic. Members also agreed to follow these rules.
- 2) The main goal of PAS is to improve and maintain ethical and positive business environment for all stakeholders in business relations while also improving standard of living of citizens of the Slovak Republic in the context of society-wide development. While achieving this goal PAS:
  - a) Creates a platform for promoting the interests of entrepreneurial subjects;
  - b) Collaborates with different organizations with similar specialization;
  - c) Organizes polls, processes and publishes analyses, reports and statements;
  - d) Organizes educational programmes, seminars and conferences;
  - e) Publicly comments on issues regarding the improvement of entrepreneurial environment in the Slovak Republic;
  - f) Cooperates with relevant domestic and foreign subjects while formulating legislation affecting the entrepreneurial environment and solving problems regarding the entrepreneurial subjects;
  - g) Creates a platform for presenting the interests of the Slovak entrepreneurial subjects in front of the institutions of the European Union and supports the improvement of the status of these entrepreneurial subjects within the European Union;
  - h) Implements innovative projects in order to accomplish competing potential within the entrepreneurial environment, regions, human capital, knowledgeable and informed society, environment and sustainable development;
  - i) Creates and coordinates public-private relations as a supportive tool to achieve its goal and main activities.

### **Article 3**

#### **The membership in PAS and honorary membership**

1. The membership can be individual or collective. Honorary membership is a special type of membership.
2. The membership in PAS can be requested by:
  - a) Natural or legal person, who is an entrepreneur under provision § 2/2 of Commercial Code (individual membership), or
  - b) Organization of entrepreneurs (collective membership), by filling in the application, in which the agreement with the statutes of PAS and compliance with them is expressed. The application needs to be delivered to the secretariat of PAS. The applicant becomes a member of the PAS association from the day which follows the day when the applicant received a positive stance from the Board of PAS. This stance needs to be in a written or electronic form. In case of a negative decision, the applicant can

- appeal to the Board of PAS again after waiting at least 12 months from the delivery of negative decision.
3. The members of PAS pay yearly membership fee. The amount of this fee is approved by the association of PAS. The membership fee is to be paid after the invitation to do so by the managing director of PAS. This invitation needs to be in a written or electronic form. The membership fee is paid in advance for a period of one calendar year by the 28th of February of that calendar year. A new member pays the participation fee until 30 days after being accepted to PAS after a written invitation by the managing director of PAS. The amount of the membership fee of a collective member is determined by that enterprise of a collective member, which achieved the best results in the indicator by which the amount of the membership fee is being set.
  4. The membership ceases to exist:
    - a) If a member intentionally does not pay the yearly membership fee in the full amount and on time;
    - b) By resigning one's membership at PAS, by the day when the written announcement is delivered to the managing director of PAS;
    - c) When the member ceases to exist;
    - d) By expulsion for violating the statutes or harming the name and interests of PAS; the expulsion is decided by the Board of PAS by voting. The expulsion decision is justified by the Board of PAS.
  5. The termination of the membership does not bring the right for a refund of the membership fee or its part.
  6. An honorable member of PAS can be a person, who significantly contributed to the development of entrepreneurship in the Slovak Republic or the mission and activities of PAS. The honorary membership is granted by the Board of PAS for an indefinite time period after the proposal of at least two of its members, if none of the members expresses disagreement during the voting. The expressed disagreement needs to be in a written or electronic form. An honorary member does not pay the membership fee and does not possess the right to vote. An honorary member continues to support PAS and participates in its activities.

#### **Article 4**

#### **The rights and obligations of PAS members**

1. A member of PAS has a right:
  - a) For his/her representatives to vote and be voted to the bodies of PAS by the manners set by these statutes;
  - b) To actively attend the events for the members of PAS, to be informed about the activities of PAS and to make use of the services provided by PAS;
  - c) To submit a proposal to the Board of PAS regarding the securing of entrepreneurial interests, rights and liberty to the extent set by the statutes and valid law order.
  - d) Propose the candidates for the President of PAS, Vice-president of PAS, the members of the Board of PAS and the managing director of PAS;
  - e) Be informed about the management of economic activities of PAS;
  - f) Prepare proposals for improvement of entrepreneurial environment in the Slovak Republic and propose their induction to the activity plan of PAS;
  - g) Attend the voting regarding the stances of PAS and official documents of PAS to the extent set by these statutes;
  - h) Propose the activities which could improve the entrepreneurial environment in the Slovak Republic to the Board of PAS;
    - i) Suggest the persons who could co-operate while working on specific areas
    - j) Comment on the program strategy of PAS
2. A member of PAS is obligated to:
  - a) Adhere to the statutes of PAS, as well as all internal regulations issued in accordance with them;
  - b) Within the bounds of possibility, help in achieving the goals and developing the

- activities of PAS;
- c) Announce all changes in his/her basic data to the managing director of PAS.

## **Article 5** **The bodies of PAS**

The bodies of PAS are:

1. President of PAS
2. Vice-president of PAS
3. The Board of PAS
4. Managing director of PAS
5. Association of PAS

Bodies of PAS are obliged to cooperate in order to perform activities and tasks effectively, ethically and sustainably.

## **Article 6** **President of PAS**

1. President of PAS chairs the Board of PAS and Annual Meeting.
2. The term of Office for the President of PAS is two years.
3. President of PAS can resign his post. He is required to announce his resignation to the managing director of PAS, who will inform other members of PAS about this fact.
4. President of PAS is obligated:
  - a) Manage the Annual Meetings of PAS
  - b) Attend the meetings of the Board of PAS
  - c) In case of need, after an agreement, in individual cases, authorize the vice-president of PAS to undertake his/her rights and duties
  - d) In coordination with the Board of PAS, represent PAS in communication with media
  - e) Represent PAS in public relationships, spread good will about PAS, secure financial resources for PAS and search for new members
  - f) Carry out his mandate in accordance with statutes and program strategy of PAS approved by association of PAS

## **Article 7** **Vice-president of PAS**

1. PAS has a maximum of two Vice-presidents.
2. Vice-president of PAS acts as a deputy for the President of PAS in case of his/her absence, resignation or removal from the function by PR.
3. The term of office for the Vice-president of PAS is two years.
4. Vice-president of PAS can resign from his post. The resignation needs to be announced to the managing director of PAS, who will inform other members of PAS about this fact.
5. Vice-president is obligated :
  - a) In coordination with the Board of PAS, represent PAS in communication with media;
  - b) Represent PAS in social relations and spread goodwill about PAS.
  - c) After an agreement with the President of PAS, take over, in particular cases, the rights and obligations delegated by the President of PAS, carry out his mandate in accordance with statutes and program strategy of PAS
  - d) Help the managing director, after an agreement with him/her, in specific activities of PAS
  - e) Provide for the financial resources for PAS as well as new members

## **Article 8** **The Board of PAS**

1. Board of PAS (hereinafter “the Board”) supervises the fulfilling of the strategy of PAS and supervises the managing director activities.
2. The term of office for the member of the Board is two years.
3. The Board has five to six members. Five if the case that PAS has only one Vice-president, six if there are two Vice-presidents.
4. Three members of the Board are voted directly by the members of PAS. President of PAS and Vice-President of PAS are members of the Board during their period in office.
5. The Board of PAS shall meet at least once in two months at the board meeting. The Board decides about issues through the absolute majority vote. In the case of a tie, the vote of the President of PAS decides. If the President of PAS is not present during the vote, the vote of The Vice-President decides. A report is written on the course of the meeting and the vote. Everyone present needs to sign the report. The report is drawn up by the managing director of PAS.
6. Members of the Board have an obligation to:
  - a) Prepare a program strategy of PAS, its changes and complements;
  - b) Prepare proposals for improvement of entrepreneurial environment in the Slovak Republic and propose them for inclusion in the plan of PAS;
  - c) Supervise the realization of activities in compliance with the program strategy of PAS;
  - d) Continuously evaluate the fulfillment of the program strategy of PAS and inform the Association of PAS about this fulfillment at least once a year;
  - e) Decide about the commitments of PAS;
  - f) Request from the managing director the presentation and materials about his/her activities;
  - g) Propose themes for discussion in accordance with program strategy of PAS
  - h) Propose statements for the media
  - i) Help the managing director after an agreement with him/her in specific activities of PAS
  - j) Perform their mandate in compliance with the statutes of PAS and the program strategy of PAS.
  - k) Determine the managing director performance ratings
7. Member of SR can resign from his post. The resignation needs to be announced to the managing director of PAS, who will inform the members of PR about this fact.

#### **Article 9**

#### **Managing director of PAS and the Secretariat of PAS**

1. Managing director of PAS is a statutory body of PAS.
2. The term of office for the managing director is two years. During this period, he/she attends the Board of PAS without the right to vote.
3. Every member of PAS and the Board of PAS can draw up a proposal for removal of the Managing director of PAS from his function. The board decides about the removal of the director from the function by the absolute majority voting of the present PR members.
4. The managing director of PAS can resign from his post. The resignation needs to be immediately announced to the members of the Board of PAS.
5. The managing director of PAS has an obligation to:
  - a) Represent PAS in legal relations;
  - b) Coordinate the activities of the Board of PAS;
  - c) Coordinate and supervise the activities of PAS in compliance with the program strategy of PAS;
  - d) Practice other activities emerging from these statutes;
  - e) Perform his/her mandate in compliance with the statutes of PAS and the program strategy of PAS, approved by the Association of PAS;
  - f) Effectively work with the financial resources of PAS;
  - g) Lead the Secretariat of PAS and the administration of PAS;
  - h) Prepare and present a management report regarding the financial resources of PAS once a year;

- i) Prepare and present a management report regarding the activity of PAS once a year;
  - j) Represent PAS in social relations;
  - k) Represent PAS in communication with media;
  - l) Convene the meetings of the Board of PAS at least once in two months;
  - m) Convene the annual meeting of PAS;
  - n) Present the materials and explanations to the Board of PAS
6. In the case of resignation or removal from the function, all rights and obligations are passed from the managing director to the President of PAS until a new managing director of PAS is elected by the Association of PAS. If PAS does not have a President, then the rights and obligations are passed to the First Vice-president, if there is no Vice-president then to the Board of PAS. The new voting to the bodies of PAS needs to be organized in the next 6 months since a specific function is vacant.
7. The Secretariat of PAS provides for the administration, marketing and specialized activities of PAS.

### **Article 10 Association of PAS**

1. Association of PAS is a body which unites all of the member enterprises of PAS. The Association cooperates with the Board of PAS while improving the entrepreneurial environment in the Slovak Republic. Association of PAS shall meet once a year at the Annual Meeting to carry out financial control of PAS, approve financial report and activity report of PAS, vote and remove the bodies of PAS and decide about other issues in accordance with the statutes.
2. The bodies of PAS are elected electronically once every two years. A voter's choice shall be considered a valid electronic vote if the voter's choice is clearly marked and was sent within a specific time frame from an electronic address which is registered by managing director of PAS. Electronic voting is organized by managing director of PAS. In the case of electronic voting the decision shall be deemed adopted or a functionary is elected or removed if it is decided in voting by two-thirds majority of votes of all PAS members. If no candidate receives the required number of votes in the first round then a second round of voting is held with just two highest voted candidates in the first round. It is sufficient for a candidate to receive an absolute majority of votes of all PAS members. In the case of electronic voting two-thirds majority of votes of all PAS members is required to remove a functionary from his position. If the proposal fails to achieve required two-thirds majority of votes of all PAS members, a matter that was voted on cannot be brought up again.
3. In the case of voting at the Annual Meeting of PAS, the proposal is adopted or a functionary is elected or removed, if two-thirds majority of present PAS members vote for the functionary or the proposal.  
If no candidate gains required number of votes in the first round, another round is held with just two highest voted candidates in the first round. It is sufficient for a candidate to receive an absolute majority of votes of the present PAS members.
4. Election results must be recorded at the Annual Meeting of PAS. The election report must be signed by a secretary and two verifiers who are PAS members and are not assigned to the bodies of the Alliance.
5. If a functionary resigns his/her function, or loses his/her mandate before it expires, the legal representative of PAS must organize electronic voting not later than 60 days from resignation or mandate loss. If PAS Annual Meeting is held in that time, electronic voting must be organized at least 5 days before that session, so the election results can be presented at the Annual Meeting of PAS. The person so elected is entitled to hold office until the term of office of the functionary who resigned or lost his mandate expires.

6. The functionaries of PAS are voted electronically at least 5 days before the Annual Meeting of PAS, so the election results can be presented at the Annual Meeting, if the time limit referred to in Article 10, Section 5 is complied with.
7. PAS members united in Association of PAS at the Annual Meeting have right to:
  - a) Approve and change the statutes
  - b) Elect President of PAS , Vice-Presidents, Members of the Board of PAS and Managing director.
  - c) Remove functionaries of PAS (President of PAS, Vice-Presidents and other members of the Board of PAS) from office.
  - d) Approve program strategy of PAS
  - e) Approve a Management report regarding the activity of PAS
  - f) Control financial resources of PAS and approve a Management report regarding the financial resources of PAS in a given year.
  - g) Approve annual membership fee and PAS budget.

#### **Article 11 Ambassador of PAS**

1. A person who used to be a functionary of PAS in the past and significantly contributed to the mission and development of its activities and this person wants to continue to support activities of PAS, then he/she can become the Ambassador of PAS.
2. The title “Ambassador of PAS“ is granted by the Board of PAS on a proposal of the minimum of two of its members for the infinite period, unless none of the members expresses disagreement about granting of this title. The disagreement needs to be in a written or electronic form.
3. The title “Ambassador of PAS“ is removed by the PAS, if it harms the interests of PAS.
4. The Ambassador has a right to attend the events organized by PAS, the meetings of the Board of PAS if he asks for that and his request is approved by the Board of PAS, and has a right to attend the Annual Meeting of PAS.
5. The Ambassador represents PAS in public
6. The Ambassador does not pay the membership fee and does not have a right to vote.

#### **Article 12 Sympathizer of PAS**

The Sympathizer of PAS is natural or legal person who is neither a member nor a functionary of PAS, but he/she supports PAS financially, does voluntary work for PAS, or supports the Association in another way that is in accordance with its goals, values and the statutes.

#### **Article 13 Principles of financial management of PAS**

1. The sources for the activities of PAS are composed of:
  - a) Yearly membership fees;
  - b) Contributions for irregular activities of PAS;
  - c) Voluntary financial and other resources in the form of contributions and donations from natural and legal persons, proceeds from specific events, interests from financial resources in financial institutions and proceeds from its own activities;
  - d) Resources from grants, public tenders and support schemes;
3. Acquired financial resources are deposited in a separate bank account.
4. The resources for the activities of PAS serve to fulfill the main goal and activities of PAS defined in these statutes and the program strategy of PAS and cannot be used in contrary to these.

5. PAS can create financial reserves for its activity.

**Article 14**  
**Cessation of PAS**

1. PAS ceases to exist by:
  - a) Voluntary dissolution or merging with another association, if it is decided in voting by 2/3 majority of votes of all PAS members, the managing director announces the cessation of PAS to the Ministry of Interior of the Slovak Republic within 15 days;
  - b) Valid ruling by the Ministry of Interior of the Slovak Republic on the cessation of PAS.
2. After PAS ceases to exist, the property settlement is realized. The property settlement is performed by:
  - a) Managing director of PAS or
  - b) Liquidator appointed by the Ministry of Interior of the Slovak Republic in the case of cessation stated in section 1 clause b.
3. Members of PAS, whose membership lasted up to the day of cessation of PAS, have a right to share the remaining assets if there are any left after liquidation. This proportion is set by the ratio of yearly paid membership fee to the sum of all paid contributions in the year of cessation.

**Article 15**  
**Final provisions**

1. These statutes become effective on the day they are approved by the Program Board of PAS in accordance with previous statutes. Every change of the statutes will be announced to the Ministry of Interior of the Slovak Republic within 15 days of its approval for the purpose of notifying the Ministry according to § 11 of Act No. 83/1990 Coll.
2. In the case of matters not regulated by these statutes, the legal relations are regulated by specific provisions in legislation. PAS uses its own logo in its operations.
3. Members of PAS have a right to inform the public about their membership in bodies of PAS and use the logo and the name of PAS for these purposes.

Bratislava, January 22, 2018