
ARTICLES OF ASSOCIATION OF THE CIVIC ASSOCIATION

THE INTERNATIONAL COFFEE INSTITUTE

Article 1

Name and Address

- 1.1 The name of the civic association is: THE INTERNATIONAL COFFEE INSTITUTE (hereinafter referred to, in these articles, as “*Civic Association*”, “*Association*” or “*THE INTERNATIONAL COFFEE INSTITUTE Association*” or “*THE INTERNATIONAL COFFEE INSTITUTE*”).
- 1.2 The English equivalent of the name of the civic association is THE INTERNATIONAL COFFEE INSTITUTE.
- 1.3 The registered office of the civic association is: Trnavská cesta 813, 926 01 Sered'

Article 2

Mission and Objectives

2.1 THE INTERNATIONAL COFFEE INSTITUTE is a voluntary, politically independent civic association that aims to joins together natural and legal persons who trade in coffee, the brewing of coffee and serving equipment, those active in the coffee trade, the processes of production, processing, roasting and preparation or distribution of coffee. It also intends to connect entities that are active in education related to coffee and all other people who are active in the field of coffee culture and any gastronomy related to coffee, in addition to barmen, chefs, craftsmen and artists that use coffee in their productions or producers who in any way come into contact with coffee in the process of making goods or providing services.

2.2 The main objectives and tasks of the Association include:

- (i) educational activities related to coffee, mainly related to the preparation of coffee and coffee drinks or other coffee products, the distribution, processing and roasting of coffee;
- (ii) educational and awareness campaigns focused on the roasting, processing, packing and storage of coffee;
- (iii) educational activities focused on the correct preparation of coffee, coffee drinks and coffee products;
- (iv) development of the professional knowledge of members in fields related to the activities of the Association;
- (v) performance of marketing tasks focused on the promotion of a coffee culture;
- (vi) representing the interests of the members of the Association within the Slovak Republic as well as abroad;
- (vii) development of the knowledge of members related to the legal regulations for the import, export and sale of coffee and coffee brewing equipment;
- (viii) educational and awareness activities related to the import and export of coffee, the coffee trade and trade in brewing equipment;
- (ix) cooperation with other civic associations in order to fulfil the mission of this Association;

- (x) organization of cultural and public events, competitions and other events related to coffee, coffee drinks or coffee products;
- (xi) organization of educational events, professional lectures, discussions and workshops;
- (xii) participation and encouragement of participation of members at cultural and public events, competitions and any other events related to coffee, coffee drinks or coffee products;
- (xiii) provision of information on and increasing the awareness of the various types of coffee, the technicalities of brewing or serving devices, various methods of brewing coffee, coffee drinks and coffee products, on the methods for the import and export of coffee, the methods for roasting, processing, selling, brewing and serving coffee;
- (xiv) promotion of activities of the Association
- (xv) increasing awareness of the activities of the Association.

Article No. III

Membership

3.1 Membership of the Association is voluntary.

3.2 Each natural or legal person with unimpeachable integrity who sympathizes with the mission of the Association or carries out activities in the fields defined in Article 2.1 of these Articles and who accepts the Articles of Association and meets the moral requirements may declare their interest in membership of the Association. Through a written request and the payment of the membership fee (hereinafter referred to as "*Applicant*") can become a member of the Association. Any written membership request shall be approved by the Board of Directors as per Article VII of these Articles of Association. Pursuant to 3.9 of these Articles, membership or honorary membership is not limited to Slovak citizens and any foreign members will enjoy the same rights as domestic members.

3.3 An applicant may become a member of the Association following a resolution by the Board of Directors related to the acceptance of the applicant provided that all the conditions stated in point 3.2 of these Articles have been met, the membership fee for the relevant calendar year has been paid and the Applicant has given an undertaking to abide by these Articles.

3.4 Membership of the Association is not limited to people over the age of 18, people under the age of 18 may also become members of the Association.

3.5 Members of the Preparatory Committee – pursuant to Article IV, the founders of the Association, automatically become members on the day of registration of the civic association at the Ministry of the Interior of the Slovak Republic.

3.6 Membership of the Association shall terminate:

- (i) if a members withdraws from the civic association on the day the Board of Directors receives confirmation of withdrawal;
- (ii) for a natural person, due to the death of the member, or for a legal entity through its dissolution;
- (iii) through the exclusion of a member by the Assembly of Delegates for severe or less severe but repeated infringements of the member's obligations;

- (iv) when a criminal conviction becomes valid;
- (v) due to non-payment of the membership fee for the relevant calendar year;
- (vi) due to the dissolution of the Association

3.7 A Member of the Association has the following rights:

- (i) to take part in all events organized by the Association;
- (ii) to vote and stand for election to the decision-making bodies of the Association provided they are older than 18 years of age.
- (iii) to be present at meetings where they are the subject of the discussions;
- (iv) to vote on proposals submitted to meetings of the Assembly of Delegates; in accordance with 3.7 (ii) as appropriate
- (v) to contact the Association with proposals and suggestions;
- (vi) to participate in tasks carried out by the Association according to their abilities and skills;
- (vii) to comment on activities carried out by the Association, its executive bodies and members.

3.8 A Member of the Association is obliged to:

- (i) carry out all activities in compliance with these Articles and the decisions of the Assembly of Delegates and Board of Directors;
- (ii) ensure any financial dealings they have with or on behalf of the Association are carried out effectively and economically;
- (iii) pay the relevant annual membership fees ;
- (iv) participate in the development and promotion of coffee culture and of the Association;
- (v) protect the property of the Association against any misappropriation, destruction, damage or misuse;
- (vi) avoid any activity which could potentially damage or harm the reputation of the Association;
- (vii) meet all other obligations that result from resolutions passed by the Assembly of Delegates or Board of Directors.

3.9 A natural or legal person may be appointed as an honorary member of the Association by the Board of Directors. An honorary member of the Association has the same rights as all other members of the Association, except those mentioned in 6.7 (ii) and (iv), that is an honorary member does not have a right to vote or be elected to the decision-making bodies of the Association or to vote on proposals submitted to the Assembly of Delegates. An honorary member of the Association shall meet the same obligations as any other member of the Association with the exception of the obligation to pay membership fees.

3.10 The Board of Directors may suspend the membership of a member if they fail to meet their obligations or a severe breach of good manners or behaviour or defamation of the Association. A member who is suspended cannot exercise any member's rights through to the completion of the next meeting of the Assembly of Delegates.

Article No. IV

The Preparatory Committee – The Founders

4.1 The Preparatory Committee – the founders of the Association are:

- (i) Oldřich Holiš, date of birth: 5th of June 1969;
- (ii) Martina Holišová, date of birth: 12th of December 1972
- (iii) Veronika Holišová, date of birth: 13th of March 1995
- (iv) Oldřich Holiš, date of birth: 27th of January 1997.

4.2 The Members of the Preparatory Committee – the founders named in 4.1 of these Articles have prepared, signed and submitted a proposal for the registration of the civic association at the Ministry of the Interior of the Slovak Republic.

4.3 Pursuant to 4.1 of these Articles, Members of the Preparatory Committee – the founders cannot be dismissed by the common members of the Association. Pursuant to 4.1, a member of the Preparatory Committee – a founder may only be dismissed by a two thirds majority of the members of the Preparatory Committee – the founders and only in the circumstances that the founder does not adequately fulfil their obligations.

4.4 Members of the Preparatory Committee – the founders may voluntarily resign their position.

4.5 Following the registration of the civic association at the Ministry of Interior of the Slovak Republic, the members of the Preparatory Committee will become the first members of the Board of Directors, as per 4.1.

Article No. V

The Decision-making Bodies of the Association

5.1 The decision-making bodies are:

- (i) The Assembly of Delegates as the supreme body of the Association;
- (ii) The Board of Directors as the supreme executive body of the Association;

- (iii) The Student Council as an advisory body.

Article No. VI

The Assembly of Delegates

6.1 The Assembly of Delegates is the highest body of the Association and is comprised of all all the members of the Association.

6.2 The Assembly of Delegates has the following tasks:

- (i) to issue decisions that amend or supplement the Articles of Association of the Association;
- (ii) to approve the management plan
- (iii) to approve the operational plan
- (iv) to decide on the level of the membership fee, payment methods and deadlines
- (v) to elect and dismiss members of the Student Council;
- (vi) to make decisions regarding the dismissal of members of the Board of Directors
- (vii) to make decisions regarding the dismissal of members of the Board of Directors and to propose new members of the Board of Directors;
- (viii) to audit the financial management of the Association for the relevant calendar year
- (ix) to make decisions regarding the dissolution of the Association and makes a proposal to the Board of Directors;
- (x) to make decisions on other issues in accordance with Act No. 83/1990 Coll. on Civic Associations as amended.

6.3 A Meeting of the Assembly of Delegates takes place at least once a year. This meeting shall be convened by the Board of Directors and members of the Association by means of an invitation published on the Association's website. The invitation shall specify the time, place and agenda for the meeting and a written invitation will be sent to the member's address at least 15 days prior to the planned date for the meeting of the Assembly of Delegates.

6.4 Should a majority of at least two thirds of the members of the Association require a meeting, the Board of Directors is obliged to convene the meeting within 30 days of the receipt of a written request. The provisions of these Articles related to invitation to a meeting of the Assembly of Delegates shall be used as appropriate.

6.5 Decisions made by the Assembly of Delegates come in the form of resolutions. A simple majority of members shall be present at the meeting to make the Assembly of Delegates quorate. To make a resolution valid, a majority of two thirds of the present members of the Association is required. Each member of the Association has one vote at a meeting of the Assembly of Delegates. The first members of the Board of Directors have five votes each, the other members of Board of Directors have two votes each, in any vote taken during a meeting of the Assembly of Delegates.

Should there be a tied vote at a meeting of the Assembly of Delegates, the President of the Board of Directors shall have the casting vote.

6.6 Should a simple majority of members not be present at a meeting of the Assembly of Delegates, such a meeting will be considered to be quorate within 45 minutes of the start time as specified on the invitation, provided that all of the first members of the Board of Directors or a majority of two-thirds of all members of the Board of Directors is present at the meeting.

6.7 Minutes will be taken for every meeting of the Assembly of Delegates. They will be comprised of the submitted proposals, the votes taken and the resolutions adopted at the meeting. The Minutes will also contain an appendix which will be an attendance list signed by all the members of the Association present at the meeting. The Assembly of Delegates will decide what additional information and appendices will be included in the minutes.

Article No. VII

The Board of Directors

7.1 The Board of Directors is the highest supreme executive body of the Association.

7.2 The Board of Directors consists of at a minimum of four and a maximum of twelve members.

7.3 Pursuant to Article IV, 4.1 of these Articles, the first members of the Board of Directors are the members of the Preparatory Committee – the founders. A first member of the Board of Directors may be dismissed by the Assembly of Delegates only through a proposal from a two-thirds majority of the members of the Board of Directors, in the event that the first member is not properly fulfilling their membership obligations.

7.4 The period of appointment for the first members of the Board of Directors is unrestricted, the period of appointment for all other members of the Board of Directors shall be restricted to two years with the possibility of re-election to the same position.

7.5 The Board of Directors elects and dismisses the President and Vice-President of the Board of Directors. Election or dismissal of the President or Vice-President requires a simple majority of all the members of the Board of Directors. The first President of the Board of Directors is a member of the Preparatory Committee – a founder, pursuant to 4.1 (i), the first Vice-President of the Board of Directors is also a member of the Preparatory Committee – a founder, pursuant to 4.1 (iii).

7.6 The President and Vice-President of the Board of Directors are the statutory authorities of the Association and are the external representatives of the Association. The President and Vice-President of the Board of Directors are authorized to act independently in the matters of the Association.

7.7 The Board of Directors meets as necessary, at least four times a year. Minutes are taken at every meeting of the Board of Directors. They are recorded in the same terms as the minutes of the meetings of the Assembly of Delegates as defined in 6.7.

- 7.8 A Member of the Board of Directors may resign as President or Vice-President, in writing which shall be delivered to the registered address of the Association.
- 7.9 The Board of Directors is responsible for the following tasks:
- (i) election and dismissal of the President and Vice-President of the Board of Directors as per article 7.5;
 - (ii) ensuring that the organisational, technical and contextual tasks of the Association are carried out;
 - (iii) keeping membership records;
 - (iv) convening meetings of the Assembly of Delegates and to convene these meetings upon the receipt of a written requirement supported by a two-thirds majority of the members of the Association. Such a meeting shall be held within 30 days of the receipt of a valid request;
 - (v) submission of proposals to terminate the membership of an individual to the Assembly of Delegates;
 - (vi) making the decision to suspend a members membership of the Association until the next meeting of the Assembly of Delegates;
 - (vii) publishing the invitations to meetings of the Assembly of Delegates on the Association's website;
 - (viii) posting the invitations to meetings of the Assembly of Delegates to all members;
 - (ix) dealing with membership applications;
 - (x) submission of proposals and amendments to supplement the Articles of Association to the Assembly of Delegates;
 - (xi) submission of proposals to appoint or dismiss members of the Board of Directors to the Assembly of Delegates; item 7.3 of these Articles shall be used as appropriate;
 - (xii) communication of any amendments or supplements to the Articles of Association to the Ministry of the Interior of the Slovak Republic;
 - (xiii) financial management of the Association;
 - (xiv) ensuring the organization of the cultural, sports and other related events of the Association;
 - (xv) granting honorary membership Association to natural and legal persons;
 - (xvi) submitting a management plan for the financial affairs of the Association to the Assembly of Delegates;
 - (xvii) submitting the Association action plan to the Assembly of Delegates;
 - (xviii) election and dismissal of President of the Student Council
- 7.10 A meeting of The Board of Directors will have a quorum provided that at least half of the members or all of the first members are present. A simple majority of the members of the Board of Directors present at the meeting is necessary to pass a resolution. A decision made by the Board of Directors takes the form of a resolution. The first members of the Board of Directors have five votes in

any vote of the Board of Directors. Other members have two votes in any vote of the Board of Directors. Should there be a tie in the votes cast, the President of the Board of Directors shall have the deciding vote.

7.11 The Board of Directors may delegate some of the tasks of this body to a third person – a secretary – by passing a resolution. Pursuant to this, apart from the identification of the secretary, the resolution shall also define the scope of actions the secretary is authorized to perform. Provided that the resolution that authorizes the secretary to perform some specific tasks does not set a time limit on the authorisation, the secretary is considered to be authorized to perform these tasks without any time limitation. The Board of Directors may dismiss the secretary through a resolution.

Article No. VIII

The Student Council

8.1 The Student Council is an advisory body of the Association.

8.2 Only a member of the Association may become a member of the Student Council. They may be pupils, high school or university students up to the age of 26.

8.3 The Student Council has the following duties:

(i) submission of proposals related to the performance of the Association and the fulfilment of its objectives as given by the Assembly of Delegates and Board of Directors.

(ii) participation in discussions on various subjects debated during meetings of the Assembly of Delegates;

(iii) submission of applications to allow participation at the next meeting of the Board of Directors and subsequent participation at such a meeting.

8.4 The Board of Directors may elect the President of the Student Council from the members of the Student Council. The position will be awarded mainly on the degree of fulfilment of the objectives of the Association or success in competitions organized by the Association. There can be only one President of the Student Council. The President of the Student Council is elected for a maximum period of one year with the potential for subsequent re-appointment by the Board of Directors. The details of the responsibilities of the President of the Student Council beyond the scope of activities of the Student Council shall be determined by a separate resolution issued by the Board of Directors.

Article No. IX

Membership Card

9.1 A document providing evidence of membership of the Association is a membership card with a serial number, which is confirmed by a member of the Board of Directors annually, after the payment of the membership fee.

Article No. IX

Financial Management of the Association

10.1 The Association manages the financial aspects of the Association in accordance with general binding rules.

10.2 The income of the Associations mainly comprises:

- (i) membership fees;
- (ii) voluntary contributions;
- (iii) contributions and donations from sponsors and other natural and legal persons;
- (iv) grants from the responsible authorities within the public administration;
- (v) income from activities of the Association
- (vi) income from the donation of two percent from the personal tax paid in accordance with the general binding rules.

Article No. XI

Dissolution of the Association

11.1 The Association may cease to exist through:

- (i) voluntary dissolution;
- (ii) a merger with another civic association;
- (iii) a final decision of the Ministry of Interior of the Slovak Republic in accordance with the general binding rules.

11.2 The Assembly of Delegates will approve the dissolution of the Association through a proposal made by the Board of Directors. A two-thirds majority of the members is required to pass such a proposal.

Article No. XII

Final Provisions

12.1 Providing some of the provisions contained in these Articles are not fully valid or in full effect, or lose their effect or validity at a later date, the effect or validity of other provisions within the Articles are unaffected. Invalid or ineffective provisions shall be replaced by such valid and effective provisions, which best correspond to the intended purpose of the previous ineffective or invalid provision up to the date the amendments and supplements of these Articles are registered with the Ministry of the Interior of the Slovak Republic.

20th of May 2019, City of Trnava

Round stamp:
Ministry of the Interior of the Slovak Republic 505

/signature/
JuDr. Jana Vallová, PhD.
Director of the Internal General Administration

Stamp:

Ministry of the Interior of the Slovak Republic
Department of the Public Administration
Drieňová 22
826 80 Trnava
Administration fee paid up

Stamp:

Ministry of the Interior of the Slovak Republic
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