

ARTICLES OF ASSOCIATION
of
Arbitration Association of Central and Eastern Europe z. s.

established pursuant to § 214 et seq. of Act No. 89/2012 Sb., the Civil Code, as amended
(“Articles of Association”)

Article I
Name and registered office of the Association

1. The name of the association (the “**Association**”) is Arbitration Association of Central and Eastern Europe, z.s.
2. The Association uses the following abbreviation: ArbCEE.
3. The registered office of the Association is: Panská 854/2, Nové Město, 110 00 Prague 1, Czech Republic.

Article II
Purpose of the Association and subject-matter of the Association’s activities

4. The main purpose of the Association, as a non-profit entity, shall be to serve as a forum for the free exchange of ideas, knowledge and initiatives related to the evolution of international arbitration in Central and Eastern Europe. The Association shall have the following specific objectives:
 - a) unite, promote and serve the arbitration and ADR community of Central and Eastern Europe;
 - b) promote arbitration, ADR and other means of peaceful dispute settlement in Central and Eastern Europe;
 - c) disseminate knowledge about arbitration, ADR and other means of peaceful dispute settlement in Central and Eastern Europe;
 - d) create a platform for Members to connect and collaborate with colleagues from Central and Eastern Europe and beyond;
 - e) promote Central and Eastern Europe internationally as a place of arbitration;
 - f) promote and increase visibility of arbitration and ADR professionals from Central and Eastern Europe internationally;
 - g) promote arbitration and ADR-related knowledge, know-how, expertise and best practices from Central and Eastern Europe internationally;
 - h) promote the rule of law and respect for international legal order in Central and Eastern Europe; and
 - i) promote diversity and equal representation in arbitration and the inner workings of the Association of practitioners from Central and Eastern Europe.
5. The subject-matter of the Association's activities is:

- a) organization of and participation in events such as conferences, professional meetings, trainings, lectures, seminars, etc.;
- b) preparation of publications (articles, reports, opinions and other publications and press releases);
- c) conduct of legal research and organization and participation in legal research projects;
- d) development and maintenance of relationships with national and international organizations and representative bodies having similar objectives, cooperation with these organizations and bodies to reach said objectives;
- e) presentation of position papers, *amici curiae* briefs and similar documents on arbitration and ADR related matters;
- f) dissemination of relevant information to its Members, assistance and support of its Members;
- g) representation of the interests of its Members in relation to the objectives of the Association;
- h) maintenance of a list of Members with relevant experience in arbitration and ADR; and
- i) performance of other tasks requested by the Board or by the Meeting of Members.

Article III Membership in the Association

6. Applications for membership in the Association may be filed by any natural person over 18 years of age and legal person who expresses willingness to become a member of the Association (the “**Member**”) by filing an application for membership accompanied (in the case of a natural person) by a *curriculum vitae*; and meets the following “**Eligibility Criteria**”:
 - a) has a particular interest, affinity or attachment to Central and Eastern Europe;
 - b) accepts the objectives of the Association and complies with the obligations arising from the Association’s Articles of Association and internal regulations as adopted from time to time;
 - c) respects the rule of law and international order in his, her or its professional life; and
 - d) meets high professional and ethical standards.
7. Applications are assessed by the Board, which decides in its full discretion, on the admission of the applicant to the Association. The association membership commences on the date of the decision of the Board.
8. The application shall include the applicant’s email address. If the applicant is admitted to the Association, the Board shall register the applicant’s email address in the list of Members (“**Registered Email Address**”). All communications sent to the Member at the Registered Email Address shall be deemed to have been delivered to the Member. The Board shall change the Registered Email Address upon the Member’s request.
9. Membership shall terminate:
 - a) upon termination by the Member;
 - b) upon termination by the Board;
 - c) upon the death of the Member; or
 - d) upon dissolution of the Member without legal succession.

10. Members may terminate their membership at any time, without the need to give any reasons, by means of a written notification sent to the Board at the Association's Registered Email Address. The notification of termination is effective on its delivery to the Board.
11. The Board may terminate the membership of any Member who:
 - a) has breached an obligation arising from membership (including, *inter alia*, the obligation to pay a membership fee on time) and has failed to remedy the breach within a reasonable period of time after a request has been sent to the Member's Registered Email Address. Such request for remedy shall not be required if the breach of duty cannot be remedied or if it has caused particularly serious damage to the Association; or
 - b) has ceased to meet the Eligibility Criteria.
12. The Board shall notify the Member of its decision to terminate his/her/its membership by email sent to the Member's Registered Email Address.
13. Natural person representing a corporate Member of the Association, which is a legal person, shall cease to have any and all offices or positions within the Association once the corporate Member of the Association which the natural person represents ceases to be a Member of the Association.

Article IV Rights and Obligations of Members

14. Each Member shall have the right to:
 - a) participate in and be informed about the activities of the Association;
 - b) participate and vote at the Meeting of Members, and
 - c) submit proposals, suggestions and comments on the activities of the Association.
15. Each Member is obliged to:
 - a) abide by these Articles of Association and the Association's internal regulations as adopted from time to time, and act in accordance with the objectives of the Association; and
 - b) pay membership fees in the manner, amount and within the time limits set by a decision of the Board.
16. There shall be two types of membership fee rates: *(i)* for natural persons; and *(ii)* for legal persons. The membership fee rates shall be set by the Board.

Article V Bodies of the Association

17. The bodies of the Association are:
 - a) the Board; and

- b) the Meeting of Members.

Article VI The Board

- 18. The Board is the statutory body of the Association and also its supreme body.
- 19. The Board has 11 members, with no more than 2 members of the same nationality.
- 20. The members of the Board are elected and recalled by the Meeting of Members.
- 21. Only Members of the Association, who are natural persons, and natural persons representing corporate Members of the Associations, which are legal persons, are eligible to become members of the Board.
- 22. The term of office of the members of the Board is three years, with a maximum of two consecutive terms.
- 23. The Board elects from its members its Chairperson (the “**Chairperson**”) and two Vice-Chairs.
- 24. The Association shall be represented externally by two members of the Board acting together, at least one of them being either the Chairperson or the Vice-Chair.
- 25. The Board decides on all matters that these Articles of Association do not entrust to the competence of the Meeting of Members.
- 26. The powers and responsibilities of the Board shall include:
 - a) performing the Association’s daily administrative tasks, taking decisions within the competence of the Board;
 - b) adopting the Association’s internal regulations;
 - c) preparing reports and accounts and presenting them for information to the Meeting of Members;
 - d) preparing the annual budget and presenting it for information to the Meeting of Members;
 - e) managing the Association’s assets, taking decisions relating to the allocation and investment of the assets for which the Meeting of Members has no powers, and the implementation of such decisions;
 - f) convening the Meeting of Members;
 - g) setting the agenda for the Meeting of Members;
 - h) attending the Meeting of Members and providing answers to questions concerning the Association;
 - i) keeping the list of Members, deciding on membership;
 - j) setting membership fee rates;
 - k) keeping a record of the Association’s resolutions, organizational documents and other books;
 - l) safeguarding documents pertaining to the Association’s operations; and

- m) deciding on any matter conferred to it by law or the Articles.
27. The Board shall establish its own rules of procedure.
28. The Board may establish and issue regulations defining the tasks of its advisory and auxiliary bodies, including, without limitation, the Secretary General and the Treasurer. The Board may decide to delegate some of its tasks to such bodies.
29. The minimum quorum for the adoption of a decision of the Board shall be 7 members of the Board. All decisions of the Board require the consent of at least 7 members of the Board.
30. Any meeting of the Board shall be convened by the Chairperson or by two members of the Board at least 15 days before the date of the meeting by email communication sent to the Registered Email Addresses of all members of the Board.
31. Any meeting of the Board may be held in-person or remotely, using technical means for remote transmission enabling real-time audio-visual two-way communication (e.g., via the Microsoft Teams platform). The Board may also hold hybrid meetings where certain members of the Board attend in-person and others remotely. Any members of the Board participating remotely are authorized to vote using the above technical means for remote transmissions, provided that their cameras are switched on, their faces are visible and they identify themselves to the other participants while voting.
32. The Board may also adopt decisions outside a meeting of the Board (*per rollam*). For such purposes, the Chairperson or two members of the Board shall send a proposed decision to the Registered Email Addresses of all members of the Board. The communication shall also include the email address to which each member of the Board shall send his/her vote on the proposed decision. Each member of the Board shall have 14 days from the delivery of the proposed decision to send his/her vote. If a member of the Board does not send his/her vote in this time limit, it is deemed that such a member of the Board votes against the proposed decision. The outcome of the vote, as well as each vote and the date of its receipt shall be notified to the Registered Email Addresses of all members of the Board without undue delay from the lapse of the 14-day deadline for voting or from such earlier date on which the last member of the Board voted.

Article VII Meeting of Members

33. The Meeting of Members shall have the following powers and responsibilities:
- a) elect and recall the members of the Board;
 - b) decide on organizational matters related to the holding of each particular Meeting of Members, such as the election of the chairperson of the particular Meeting of Members;
 - c) approve and modify the Articles of Association; and
 - d) be informed of the reports, accounts and annual budgets prepared by the Board.
34. The Meeting of Members shall be convened by the Board. The Meeting of Members shall be held at least once a year.

35. The Board shall also convene the Meeting of Members based on the initiative of at least one third of the Members. If the Board fails to convene the Meeting of Members within thirty days of receipt of the initiative, the person who submitted the initiative may convene the Meeting of Members at the expense of the Association.
36. The Meeting of Members shall be convened by invitations sent to the Registered Email Addresses of all Members at least 15 days before the date of the Meeting of Members. The invitation shall specify the place, time and agenda of the meeting.
37. The Meeting of Members shall be held in-person or remotely, using technical means for remote transmission enabling real-time audio-visual two-way communication (e.g., via the Microsoft Teams platform). The Meeting of Members may also be hybrid where certain Members attend in-person and others remotely. Any Members participating remotely are authorized to vote using the above technical means for remote transmissions, provided that their cameras are switched on, their faces are visible and they identify themselves to the other participants while voting.
38. Each Member has one vote at the Meeting of Members. Each Member may provide a written power of attorney for a proxy to attend and vote at the Meeting of Members on his, her or its behalf. Each Member, which is a legal person, may designate several natural persons to attend the Meeting of Members on its behalf; however, only one such person shall be designated to vote on behalf of that Member.
39. The minimum quorum for the Meeting of Members shall be one half of all Members plus one. A simple majority of the Members present (including Members who participate through a proxy) at the Meeting of Members is required for a decision to be adopted.
40. If the minimum quorum for the Meeting of Members is not reached, the Board shall promptly convene a Substitute Meeting of Members with the same agenda. The invitations to the Substitute Meeting of Members shall be sent within 15 days and the Substitute Meeting of Members shall take place within 6 weeks from the date of the Meeting of Members where the minimum quorum was not reached. The Substitute Meeting of Members is not subject to any minimum quorum requirements. The requirement provided for in paragraph 36 above for the invitation to be sent at least 15 days beforehand does not apply to a Substitute Meeting of Members.
41. The Meeting of Members may also adopt its decisions outside a meeting with the use of technical means (*per rollam*). For such purposes, the Chairperson or two members of the Board shall send an invitation with the agenda of the Meeting of Members to the Registered Email Addresses of all Members. The invitation shall be accompanied by (i) draft resolution on each item of the agenda, (ii) necessary information and/or materials relating to each item of the agenda, as appropriate, (iii) voting instructions in accordance with these Articles of Association, and (iii) email address to which each Member shall send his/her/its vote on the proposed decision. Each Member shall have 21 days from the delivery of the proposed decision to send his/her/its vote.
42. The Meeting of Members pursuant to paragraph 41 shall have a quorum if the majority of all members of the Association participate in the voting. A member of the Association who votes in the manner and within the time limit set by these Articles of Association and/or the invitation on at least one agenda item shall be deemed to participate in the *per rollam* voting.

43. If the majority of all Members of the Association does not participate in the *per rollam* voting pursuant to paragraphs 41 and 42, the Chairman or two members of the Board shall promptly send to the Registered Email Addresses of all Members an invitation to a substitute *per rollam* voting with the same content and voting instructions. The invitation shall be sent to all Members within 15 days from the date on which the time period for voting in the original *per rollam* vote lapsed, and the substitute *per rollam* vote shall be held within 6 weeks from the same date. In case of a substitute *per rollam* vote, the decision may be taken with any participation of the Members.
44. Under paragraphs 41, 42 and 43, the decision on each item of the agenda shall be adopted if the majority of the voting members of the Association approve it. The outcome of the vote shall be notified by the Board to the Registered Email Addresses of all Members without undue delay from the lapse of the 21-day deadline for voting or from such earlier date on which the last Member of the Association voted.

Article VIII List of Members

45. The Board shall keep a list of all current Members ("**List of Members**") in the form of an electronic database. The List of Members shall include each Member's (i) name; (ii) address or place of business; (c) Registered Email Address; and (d) delegated natural persons, if the Member is a corporate legal person.
46. Each Member is responsible for the accuracy of his/her/its information provided for inclusion in the List of Members. Each Member shall notify any changes to the Board, or a person designated by the Board to keep the List of Members, without undue delay.
47. Each Member shall have access to the list of Members and the Board, or a person designated by the Board to keep the List of Members, shall provide a copy of the List of Members to any Member within 15 days from receipt of the Member's request. The List of Members shall be sent to the requesting Member's Registered Email Address.

Article IX Final provisions

48. Relationships not expressly regulated by the Articles of Association are governed by Act No. 89/2012 Sb., the Civil Code, as amended, as well as other generally binding legal regulations.