

This is a non-sworn translation of the Czech original version. Differences may occur in translation, and if so the Czech text will govern by law.

ARTICLES OF ASSOCIATION

Plan4all z.s.

Section 1

Name, Registered Address and Legal Status

- (1) The name of the association: **Plan4all z.s.** (hereinafter the "Association")
- (2) The registered office of the association: K Rybníčku 557, 33012 Horní Bříza
- (3) Identification number: 03698416
- (4) The association is an autonomous and voluntary association of members established by virtue of Memorandum of Association dated 22.05.2014 pursuant to Section 214 and subsequent Act 89/2012 Coll., the Civil Code (hereinafter "CC") of the Czech legislation.

Section 2

Purpose and Activities of the Association

- (1) The purpose and activities of the Association (the main not-for-profit activities) are as follows:
 - a) To build a competence centre in the area of data and service interoperability, especially in the form of hackathons, webinars, workshops, conferences and networking.
 - b) To support mutual learning and closer cooperation of public-private partnerships. This should lead to sustainable development.
 - c) To independently conduct research and experimental development, and to publicly disseminate results of these activities, especially in the form of knowledge transfer, publications, presentations, lectures and participation in research, innovation and collaborative projects. These projects are related to the collection, analysis, interpretation, distribution and exploitation of geographical information, particularly in the areas of spatial planning, transport, urban planning, environment, cultural heritage, tourism and precision farming, and with the implementation of the Directive 2007/2/EC of the European Parliament and of the Council of 14 March 2007 establishing an Infrastructure for Spatial Information in the European Community (INSPIRE).
 - d) To protect, develop and disseminate results of research and innovation projects financed by national and European framework programmes.
 - e) To support business ventures including start-ups and spin-offs.
 - f) To maintain the Plan4all portal available at <http://www.plan4all.eu> and associated social network sites.
 - g) To support open data, open access to scientific information and open source software, especially in the form of a digital innovation hub for open data and by operating an open spatial data system with worldwide coverage.
- (2) Additional business activities:

In order to carry out its activities, the Association can carry out business activities for the needs of the members of the Association or third parties within the scope of the business licence "Production, trade and services not listed in Annexes 1 to 3 of the Trade Licensing Act", especially in the areas mentioned in Section 2, point (1).
- (3) Profit from additional business activities of the Association is used to finance activities of the Association.
- (4) Separate accounts are kept for the Association's main not-for-profit activities and for the additional business activities.
- (5) The association has no privileged access to the results of activities carried out by the Association members.
- (6) Association members have no privileged or otherwise preferential access to the results of the Association.

Section 3

Becoming a Member and Termination of Membership in the Association

- (1) There are two kinds of membership in the Association: associated and full.
- (2) Any legal person or a self-employed natural person can become an Associated Member of the Association based on a membership application and its approval by the Executive Committee. When joining the Association, the new member must declare that they adopt the Articles of Association and will comply with them.
- (3) Any Associated Member that is actively contributing to the activities of the Association can become a full member based on an application and its approval by the Executive Committee. The application to become a full member should include information on how the member contributes to the activities of the Association.
- (4) Membership commences by the Executive Committee's resolution and by paying a one-time membership fee and an annual membership fee, if the Executive Committee decided that such fees shall be paid.
- (5) Membership in the Association is terminated by resignation, expulsion or cessation of membership due to non-payment of the membership fee.
- (6) Membership in the Association is terminated if a member does not pay their membership fees within a reasonable period determined by the Executive Committee even though the member was notified in advance about their failure to pay the membership fee.
- (7) The Executive Committee can expel members:
 - a) who are in a material breach of their duties arising from their membership and who do not rectify their conduct even after being invited to do so by the Chairman. Reprimand notice is not required if the breach of duties cannot be rectified or if the breach caused serious damage to the Association,
 - b) whose acts can harm a good reputation of the Association or are in conflict with the interests of the Association and its members.
 - c) who did not participate in two consequent Members' Meetings,
 - d) who despite repeated requests didn't report according to Section 4, point (4)

The Executive Committee makes decisions about expelling members from the Association. The decision of expulsion is delivered to the contact email of the expelled member. A motion to expulse a member can be made in writing by any member; the motion should include the reasons for expulsion.

In case of termination of membership in the Association, the member whose membership has been terminated is not entitled to any financial settlement corresponding to the member's share in net assets of the Association.

- (8) Membership in the Association is linked to one specific legal or natural person and cannot be transferred to the member's legal successor. A legal entity is represented by its statutory body unless the legal entity appoints a different representative.
- (9) The Association keeps a list of its members. Registrations or deletions of members are done on the basis of decisions made in accordance with previous provisions.

Section 4

Rights and Obligations of the Members of the Association

- (1) Members of the Association are obliged to comply with the Articles of the Association and the decisions of the bodies of the Association.
- (2) Full members have:
 - a. the obligation to actively contribute to the activities of the Association,
 - b. the obligation to participate and vote in Members' Meetings. Each full member has one vote and can be represented based on a power of attorney;
 - c. the right to convene a Members' Meeting according to Section 5, point (2) b),
 - d. the right to control the activities of the Association,
 - e. the right to become members of the bodies of the Association.
- (3) Associated members have:

- a. the obligation to actively monitor the activities of the Association and contribute to the good reputation and promotion of the Association in a way that is appropriate to the nature of the main business of the member,
 - b. the right to contribute to the activities of the Association, participate at Members' Meetings without voting rights,
 - c. the right to apply for full membership.
- (4) Any member of the Association can be asked by the Chairman to report its contribution to the Plan4all activities.
- a. Based on the assessment of the report, full members can be demoted to associate members by the Executive Committee.
 - b. If a full member doesn't report its contribution to the Association within 30 days, such member can be demoted to an associate member by the Executive Committee.
 - c. If a member doesn't report after repeated requests, such member can be expelled by the Executive Committee based on Section 3, point 7 d).
- (5) Members of the Association have the right to appeal their expulsion or demotion within 15 days of the decision. The appeal must be made in writing and will be considered by the Members' Meeting.
- (6) Members of the Association have the right to resign membership from the Association in writing to the Chairman of the Association.
- (7) Members of the Association shall pay a one-time membership fee and an annual membership fee, if the Executive Committee decided that such fees shall be paid. The amounts of the one-time membership fee and the annual membership fee are determined by the Executive Committee. Universities are not obligated to pay the one-time membership fee nor the annual membership fee. In justified cases (only in case of not-for-profit organisations), the Executive Committee can decide that the member is not obligated to pay the one-time membership fee and/or the annual membership fee. The one-time membership fee and the annual membership fee of the new member of the Association are payable within 30 days from the day when the Executive Committee decides to accept the new member.
- (8) Members of the Association are not liable for the debts of the Association.
- (9) Each member of the Association is obliged to inform the Chairman about a change of the contact email address.

Section 5

Bodies of the Association and the Scope of their Competence

- (1) Bodies of the Association are as follows: Members' Meeting, Board, Executive Committee, and Control Committee.
- (2) Members' Meeting
- a) The Members' Meeting is the supreme body of the Association and it makes decisions about all major issues of the Association, its activities, and it meets at least once in 4 years.
 - b) The Members' Meeting is convened by the Executive Committee of the Association or at the incentive of at least 1/3 of the full members of the Association or by the Control Committee of the Association. If the Executive Committee does not convene a Members' Meeting within thirty days from delivery of the incentive, the member, who gave an incentive to convene a meeting, can convene the meeting him/herself, with the Association bearing the cost. A written invitation to the Members' Meeting is sent to the registered office of the member or electronically to the contact email address of the member specified in the membership application no later than two weeks before the meeting.
 - c) The Members' Meeting has a quorum if an absolute majority of the full members of the Association is present. A Members' Meeting adopts a resolution by taking a vote. Each full member has one vote. For the resolution to be adopted, an absolute majority of the present full members is needed. For the Members' Meeting to adopt changes to terminate the existence of the Association, a two-thirds majority vote of the present full members is required.
 - d) The Members' Meeting can adopt resolutions also outside the Members' Meeting using technical means according to Section 158 of the CC. If the Members' Meeting adopts resolutions using technical means, the Chairman shall send a draft resolution to each full member of the Association using the email address specified in the membership application. The draft resolution is delivered to the full member as soon as it's delivered to the full member's email address. The full member

shall send its response to the draft resolution to the email address indicated in the draft resolution, always as a reply to the submitted draft resolution and indicating 'I AGREE' or 'I DO NOT AGREE'. Email replies that are not delivered as a reply to the draft resolution shall be disregarded.

e) Members' Meeting:

- Approves the Articles of Association and its changes, decides about terminating the existence of the Association;
- Elects and suspends members of the Executive Committee;
- Elects and suspends members of the Control Committee;
- Approves the Control Report;
- Approves the internal regulation that defines basic principles for the exploitation of results of the Association's research and development and defines the rights to these results;
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- Reviews Executive Committee's decisions about expulsion of members;
- Makes decisions about how to handle liquidation balance;
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- Determines the forms and specification of activities for next periods.

(3) Board

- a) The Board is a statutory body of the Association. The Board is composed of a Chairman and two Deputy Chairmen of the Association.
- b) The Board members are elected by the Executive Committee from within the Executive Committee members. The Board members might be suspended by the Executive Committee. The Board members are elected for four years, however, they do not stop performing their duties until a new Board is elected. The Board members can be re-elected.

(4) Executive Committee

- a) The Executive Committee manages the main and additional activities of the Association in the period between Members' Meetings.
- b) The Executive Committee has at least five members, including a Chairman and two Deputy Chairmen of the Association. The Chairman steers the activities of the Executive Committee.
- c) Executive Committee members are elected and suspended by the Members' Meeting. Members are elected for four years, however, they do not stop performing their duties until a new Executive Committee is elected. An Executive Committee member can be re-elected.
- d) The Executive Committee makes decisions about Association matters which are not within the competency of the Members' Meeting as determined by the Articles of Association or by a resolution of the Members' Meeting.
- e) The Executive Committee elects from its members a Chairman and two Deputy Chairman of the Association.
- f) The Executive Committee is responsible for the following, in particular:
 - Administrative and operational issues of the association, including employment rights;
 - Convening Members' Meetings;
 - Preparing and presenting motions to amend the Articles of Association at the Members' Meeting, approval of the budget of the Association, settling accounts in the relevant calendar year, distribution of profits and payment of losses and control reports;
 - Making decisions about accepting new members;
 - Making decisions about termination of membership;
 - Making decisions about demoting a full member to an associated member according to Section 4, point 4;
 - Making decisions about the amount of the one-time membership fee, the membership fee, its due date and the method of calculation;
 - Implementing resolutions of the Members' Meeting;
 - Keeping records, accounts, ledgers and other documents of the Association requested by the law, and data protection;
 - Making decisions on establishing innovation businesses including start-ups and spin-offs.
- g) The Executive Committee follows the principles and guidance approved by the Members' Meeting.
- h) For an Executive Committee resolution to be adopted, there must be an agreement of an absolute majority of all Executive Committee members. The Executive Committee can adopt resolutions

also outside the Executive Committee meetings using technical means according to Section 158 of the CC, similarly as is in the case of the Members' Meeting.

- i) An Executive Committee member can resign by delivering a written resignation to the Executive Committee and the resignation must be discussed at the first meeting after delivery of the notice. Executive Committee members stop performing their duties on the day their resignation is discussed at the meeting. If the resignation is not discussed at the first meeting after delivery of the resignation, the Executive Committee member stops performing his/her duties on the day of the meeting.

(5) Control Committee

- a) The Control Committee is in charge of the following, in particular:
 - Checking compliance with generally binding legal regulations, the Articles of Association and resolutions of the Members' Meeting;
 - Reviewing budget proposals, motions how to manage funds of the Association for the respective calendar year, motions how to divide profits and pay for losses, and submitting reports to the Members' Meetings about established facts;
 - Presenting its comments, recommendations and proposals to the Members' Meeting;
 - Viewing records, accounts, ledgers and other documents of the Association at any time.
- b) The Control Committee follows generally binding legal regulations and guidance and instructions approved by the Members' Meeting.
- c) The Control Committee has at least 3 members. The members of the Control Committee are elected and suspended by the Members' Meeting.
- d) Members of the Control Committee are elected for four years, however, they do not stop performing their duties until new members of the Control Committee are elected. A member of the Control Committee can be re-elected.
- e) A Control Committee member can resign by delivering a written resignation to the Members' Meeting. In this case the member stops performing his/her duties on the day the resignation is discussed by the Members' Meeting. If the resignation is not discussed at the first meeting after the delivery of the resignation, the Committee member stops performing his/her duties on the day of the meeting.

Section 6

Acting on Behalf of the Association

- (1) Each member of the Board of the Association can act on behalf of the Association separately.
- (2) Each member of the Board of the Association can sign on behalf of the Association separately by appending his/her name and signature to the written or printed name of the Association.
- (3) The right to act on behalf of the Association can be transferred to other persons through a power of attorney.

Section 7

Financial Management of the Association

- (1) The rules and regime for determining the one-time membership fee and the annual membership fee, the method of payment for services, remuneration for prepared studies, opinions, expert opinions etc. are approved by the Executive Committee in accordance with provisions of Section 7.
- (2) Association's equity consists of all assets and liabilities. Association's assets consist of all items, receivables, other rights and values, valued in cash, which belong to the Association.
- (3) Association's assets consist of the one-time membership fees and annual membership fees, income generated by own activities of a non-business nature (connected in particular to the business activities stated in Section 2 herein), by events organised by the Association, by the work and services of its members, and by information and educational activities.
- (4) Assets can also cover commercial activities (such as additional business activities) which do not support the subject matter of the Association (Section 2 of the Articles of Association).
- (5) The acquired assets are used and valued by the Association jointly by its bodies and executive units.
- (6) The Association does not accept any liabilities and responsibilities, arising from the business activities and actions (contracts and agreements) of its members without prior consent.
- (7) Association's assets can only be used to implement activities of the Association as defined herein.

- (8) The Association prepares a budget and manages its affairs in accordance with the budget. The budget is prepared by the Executive Committee for the relevant calendar year and the financial statement is prepared by the Executive Committee within two months after the end of the calendar year. The budget proposal and financial statement for the past calendar year must be delivered to all members of the Executive Committee no later than 15 days before the day they should be discussed. The budget and financial statement for the past calendar year are approved by the Executive Committee.
- (9) Records and accounts of the Association are kept in accordance with relevant generally binding legal regulations. The Executive Committee is responsible for keeping the records and accounts of the Association.

Section 8

Dissolution of the Association and Liquidation Balance

- (1) The Association can only be cancelled based on the resolution adopted by the Members' Meeting.
- (2) If the Association's assets are not assigned to the legal successor, they are liquidated. If the Members' Meeting decides to dissolve the Association, it shall appoint a liquidator.
- (3) The method of settlement of the liquidation balance shall be decided by the Members' Meeting.
- (4) If all members of the Association resign, or most of the members resign so that there is only one member left, the Executive Committee must immediately convene a Members' Meeting that will decide about dissolving the Association with liquidation.

In Horni Briza, dated 2. 4. 2021

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Dr Tomáš Mildorf – Chairman