



## **ARTICLES OF ASSOCIATION**

Memorial Česká republika, z.s.

### **Article 1.**

#### **Name and registered office**

The full name of the registered association is Memorial Česká republika, z.s. (the "Association"). The Association has its registered office at Pod Harfou 938/38, Vysočany, 190 00 Praha 9.

### **Article 2**

#### **General provisions**

- 2.1.** Memorial Česká republika, z.s. is an association of citizens that is based on voluntary membership and formed with a view to representing and protecting general and professional interests and achieving societally useful objectives as well as other objectives that are not contrary to the law and are not pursued for profit.
- 2.2.** Memorial Česká republika builds on the values of the International Historical Educational Charitable and Human Rights Society "Memorial", having its registered office in Moscow, which was liquidated by decision of the Supreme Court of the Russian Federation dated 28 February 2022.
- 2.3.** The Association is an independent legal entity founded in accordance with Act No. 89/2012, the Civil Code, as amended.
- 2.4.** The Association is founded for an indefinite period of time.
- 2.5.** The Association has the following name in English: Memorial Czechia. The Association has the following name in Russian: Мемориал Чехия.
- 2.6.** The Association may have its own property, own a current account and other accounts opened with banking institutions, and acquire rights and obligations, enter into agreements, and be a party to proceedings in court on its own behalf.
- 2.7.** The Association has a stamp bearing its full name in the Czech language, letterhead stationery, and other essentials as required.

### **Article 3**

#### **Purpose and activity of the Association**

- 3.1.** The purposes of the Association's activity include but are not limited to the following:
  - a) Helping to create an advanced civil society and democratic rule of law that precludes reverting to totalitarianism;
  - b) Shaping social awareness on the basis of the values of democracy and law, overcoming totalitarian stereotypes and reinforcing human rights in political practice and the life of society;
  - c) Maintaining the memory of victims of totalitarian regimes' political repressions;



- d) Unveiling, publishing and critically evaluating information on the violations of human rights by totalitarian regimes in the past and on both direct and indirect consequences of such violations for the present time;
- e) Assisting in the full and public moral and legal rehabilitation of persons who used to be persecuted politically.

**3.2.** The activity of the Association is pursuing the following types of activities geared towards achieving the objectives for whose purpose the Association was founded in accordance with legislation in force:

- a) Assistance in gaining access to information sources (archive, library, and museum collections, etc.);
- b) Assistance in keeping the memory of the victims of totalitarianism and creating memorial complexes including memorials of the victims of totalitarianism and scientific, information and educational centres, publicly accessible archives, museums and libraries;
- c) Protection and, in accordance with the defined requirements, maintenance of facilities (including buildings, structures, mounds etc.) that are of historical and cultural importance;
- d) Providing assistance to persons who used to be persecuted and their family members; facilitating legal protection for those persecuted and their family members;
- e) Unveiling, publishing and analysing information on the violations of human rights in present times;
- f) Participation in the preparation and implementation of projects and programmes geared towards creating safeguards to protect the resurgence of totalitarianism;
- g) Charitable activities and support to charitable activities, and the development of volunteering.

**3.3.** In order to achieve the purpose defined in clause 3.1. above, the Association may:

- a) Freely disseminate information about its activity;
- b) Collect, analyse and disseminate information about the violations of human rights;
- c) Create archives, libraries and museums;
- d) Conduct activities geared towards creating and using databases and sources of information;
- e) Organise seminars, conferences, and educational, cultural and other social events;
- f) Join other non-governmental associations and non-profit organisations;
- g) Gather in networks along with other associations with a view to pursuing shared interests;
- h) Develop direct international contacts and liaisons, and conclude agreements with Czech, foreign and international legal entities and natural persons with a view to pursuing shared projects;
- i) Submit proposals related to various issues of public life to government and local self-government authorities;
- j) Represent and defend its rights and interests and the rights and interests of its members as well as other citizens before government and self-government authorities and in proceedings before courts;
- k) Pursue scientific, research, and publication activities, information and consulting activities, and other activities that are not contrary to the purpose of the Association and are not prohibited by law.



#### **Article 4**

##### **Official bodies of the Association**

- 4.1.** The supreme body of the Association is the members' assembly. It is convened at least once every year. A members' assembly must also be convened whenever at least one half of the members so require; it shall be convened within 30 days from the delivery of the request to the Chair.
- 4.2.** The members' assembly has quorum if a simple majority of its members are present. The members' voting rights are equal – every member has one vote in any voting.
- 4.3.** The members' assembly adopts decisions by means of a secret vote of a majority of 3/5 of the attending members with regard to:
- a) Electing the Chair;
  - b) Electing three persons to serve on the audit committee;
  - c) Approving and terminating membership in the Association;
  - d) Amendments of the Articles of Association and termination of the Association;
  - e) Property issues and budget of the Association.
- 4.4.** With regard to any other issues, the members' assembly adopts decisions by a simple majority of the attending members.
- 4.5.** The Chair and the Vice-Chair are the collective governing body of the Association. The Chair is authorised to act and enter into legal relationships individually on behalf of the Association and has the right to sign on its behalf.
- 4.6.** The Chair proposes their deputy from among the Association members – the Vice-Chair, subject to the approval of the members' assembly. The Vice-Chair of the Association is authorised to act and enter into legal relationships individually on behalf of the Association and has the right to sign on its behalf subject to an arrangement with the Chair. The Vice-Chair shall inform the Chair of any acts to be undertaken in advance.
- 4.7.** The Chair and the Vice-Chair of the Association are the executive body of the Association, and they answer to the members' assembly. Their term of office is two years from the day of being elected by the member assembly.
- 4.8.** Any member of the Association may run for the position of the Chair and the Vice-Chair of the Association. The position of the Chair and the Vice-Chair is incompatible with membership in the Association's audit committee.
- 4.9.** The audit committee has three members. The members' assembly elects and recalls the members of the audit committee. Membership in the audit committee is possible even for natural persons who are not members of the Association. The audit committee elects from among them a representative to represent it in dealings with the other bodies of the Association and other entities involved in the Association's activity. The audit committee is elected for three years.
- 4.10.** The audit committee answers to the members' assembly. The membership in the audit committee is incompatible with the position of the Chair and the Vice-Chair of the Association. Membership in the audit committee is forbidden to any persons who is a close person to the Chair or the Vice-Chair of the Association.



**4.11.** The purpose of the audit committee is to verify if the Association's bodies act and manage affairs in accordance with generally applicable legislation, the Articles of Association, organisational standards of the Association, and the decisions of the members' assembly.

**4.12.** The audit committee conducts audits independently of the other bodies, based on its own decisions at any time during the year, but at least once every year as part of the approval of the annual financial statements. In audit, the audit committee shall proceed in an objective and impartial manner. The audit committee shall inform the Chair or the Vice-Chair of the association of commencing and completing an audit without undue delay. The audit committee is authorised to view all documents of the Association and to have the annual financial statements audited by an independent auditor. All the members, the Chair and the Vice-Chair of the Association are required to cooperate with the audit committee during its audit and give it the requisite information or explanations as well as other assistance as may be required.

**4.13.** The audit committee shall submit a written audit report to the Chair and the Vice-Chair within 14 days, and then to the members' assembly. The report must contain a brief record of the progress of the audit, a list of the areas audited, any shortcomings identified, the names of the persons responsible for such shortcomings, and proposed remedial measures. The measures must be adopted within four months of the date of the audit. If the responsible persons disagree with the conclusions of the audit committee, they have the right to attach their written comments to the report.

**4.14.** If any disagreement arises between the members of the audit committee and the responsible persons, or if the shortcomings identified in the written audit report are not remedied, the members' assembly shall adopt a decision on how to proceed during its next regular or extraordinary meeting.

## **Article 5 Membership**

**5.1.** Membership in the Association is open to natural persons aged over 18 years with permanent residence on the territory of the Czech Republic or elsewhere who agree with the Articles of Association and identify with the Association's objectives.

**5.2.** Membership in the Association comes into existence on the day when the members' assembly adopts the decision on admitting an applicant further to a written application. The application must contain the applicant's first name and surname, address of permanent residence, personal ID Number or passport number, telephone and e-mail contacts, the date of submitting the application, and the applicant's genuine signature.

**5.3.** The members' assembly will make the decision as to the admission during its next meeting after the submission of the application.

**5.4.** Membership in the association terminates:

- a) By means of a written notice of a member of the Association on terminating the Association membership submitted to the Chair or Vice-Chair of the Association;
- b) If a member is absent from three consecutive members' assembly meetings without giving any grounds for absence;
- c) By membership cancellation further to a decision of the members' assembly;
- d) By death of a member;



e) Upon termination of the Association.

## **Article 6**

### **Members' rights and obligations**

**6.1.** Members are authorised, without limitation, to:

- a) Participate in the Association's activity, receive basic information about the Association's activity, attend members' assembly meetings, and ask questions of the Chair and the Vice-Chair of the Association;
- b) Elect and be elected to the Association's bodies, and vote during members' assembly meetings;
- c) Participate in preparing and implementing projects aimed at meeting the purpose of the Association;
- d) Suggest recommendations and proposals to the members' assembly, including for an amendment of the Articles of Association.

**6.2.** Members are obligated to:

- a) Observe fairly, justly and consistently the Articles of Association;
- b) Protect the integrity and good reputation of the Association through their conduct.

## **Article 7**

### **Honorary membership**

**7.1.** A person with major merits on behalf of the Association or in pursuing its purpose under Article 3 may become a honorary member.

**7.2.** Any member of the Association may propose an honorary member. The honorary membership takes effect on the day when the members' assembly approves the honorary member by a simple majority of the attending members.

**7.3.** Honorary members have the right to participate in all meetings of the Association. Honorary members have no voting rights and they act in an advisory capacity only during the meetings.

## **Article 8**

### **Management and activity of the Association**

**8.1.** The principal sources of income of the Association include, but are not limited to:

- a) Funds obtained as income from non-profit activity in accordance with the purpose of the Association;
- b) Donations and contributions by both domestic and international entities (natural persons as well as legal entities) including government institutions;
- c) Received grants;
- d) Revenue from other sources of funds.



**8.2.** The Chair and the Vice-Chair are responsible for the management of the Association. The Chair and the Vice-Chair shall expend the funds exclusively on actions associated with the activity of the Association, duly documented by accounting records.

**8.3.** The Chair and the Vice-Chair shall announce the financial results of the Association at each members' assembly meeting.

**8.4.** The Association's expenditures are intended for achieving the purpose of the Association in accordance with its core activities under Article 3 above.

### **Article 9**

#### **Termination of the Association and property settlement upon termination**

**9.1.** The Association terminates by voluntary dissolution or by merger with another association based on a decision of the members' assembly.

**9.2.** If the Association is terminating by voluntary dissolution, the members' assembly shall at the same time adopt a decision on the method of property settlement.

**9.3.** The termination of the Association and the property settlement after termination is governed by the relevant provisions of Act No. 89/2012, the Civil Code.

**9.4.** The member assembly decision on terminating the Association by voluntary dissolution must be adopted by a 3/5 majority of all regular members of the Association.

**9.5.** Following an affirmative decision of the member assembly on termination, the Chair and the Vice-Chair shall be automatically renamed the Liquidation Committee and shall settle the rights and obligations or, as the case may be, liquidate the property in accordance with legislation in force.

### **Article 10**

#### **Final provisions**

**10.1.** The Association may issue its organisational rules and rules of procedure based on a decision of the member assembly.

**10.2.** The Articles of Association may be amended only further to a resolution of the member assembly adopted by a 3/5 majority of the attending members. The assembly has quorum if a simple majority of the members are present. Any change to the Articles of Association becomes valid on the day of its adoption by the member assembly and takes effect on the day when a register courts files it in the collection of documents in the registry of associations.

**10.3.** Affairs not provided for by these Articles of Association shall be governed by generally applicable legislation.

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*This version of the articles of association was approved by the members' assembly on July 17, 2022.*