

## **BY-LAWS**

### **of the civic association**

#### **ACADEMIA ISTROPOLITANA NOVA**

The Civic Association Academia Istropolitana Nova (hereinafter referred to as "AINova") is, according to the Law No. 83/1990 Coll. on associating citizens in the wording of later regulations, a voluntary association of natural persons and legal entities the aim of which is to support and coordinate educational activities of local and foreign experts in the fields of social sciences, human sciences, and natural sciences.

#### Article 1

##### **Fundamental Provisions**

1. The name of the Civic Association: Academia Istropolitana Nova, abbreviated AINova.
2. The seat of the Association: Prostredná 47A, 900 21 Svätý Jur
3. The Association is an independent legal entity.
4. The Association is independent of the government and activities of political parties.
5. The Association has a non-profit-making character.

#### Article 2

##### **The Mission and Aims**

1. The mission of the Association AINova is especially to support, provide, organize and coordinate both short-term and long-term specialised educational programmes of local and foreign experts, mainly in the fields of economy, environmental protection, built heritage conservation and development, European studies, public policy and other science disciplines.
2. By creating international networks, AINova is pursuing international cooperation in the field of education and research. The Association is in contact with local and foreign institutions, e.g. with universities, educational institutions, with institutions of the countries of the European Union and the USA that may support the programmes of AINova or provide lecturers for them.
3. AINova concentrates on activities aiming at raising the competitiveness of the Slovak Republic specifically by capacity building and human resource development. AINova offers new types of specialized programmes, distance education, e-learning, applied research and consultancy for participants from the state sector, public sector and groups of professionals focusing on enlargement and EU membership challenges and local and regional development in Central Europe.
4. The Association performs applied research in the fields of its activities referred to in article 2, point 1 and 3 hereof.
5. The Association works as an information center providing information, training and consultations in the fields of its activities referred to in article 2, point 1 and 3 hereof; besides others, in the field of local and regional development, strategic planning, usage of structural funds and other EU funds, in project design and management, foreign languages, tourism development, information sources on the EU.
6. The Association runs the Tourist Information Center and cooperates with other institutions with regard to development and promotion of tourism.
7. The Association maintains contacts with local and foreign institutions which are interested in arranging lectures or educational programmes of AINova.
8. The association organizes professional conferences and seminars in its fields.
9. The Association performs publication activities in its field.

## Article 3

**Membership in the Association**

1. Members of the Association are:
  - a) regular members who fully participate in the activities of the Association,
  - b) honorary members - patrons - on the basis of outstanding merits rendered to the Association.
  - c) associated members.
2. Natural persons and legal entities from Slovakia and from abroad who agree with the By-laws of the Association and who support its mission and aims may become members of the Association. The Board of Trustees decides about accepting new members. Accepting of a honorary member is proposed by the Board of Trustees and approved by the General Assembly.
3. The regular members are approved for the period of three years. The Board of Trustees decides about the extension of their membership. The criteria for extension are the same as for the acceptance of new members. There is no limitation on the number of extensions.
4. The members have the right to use all the information provided by the Association.
5. The members are entitled to take part in all events organized by the Association.
6. The members are obliged to observe the By-laws of the Association, to protect the interests of the Association and to participate actively in its activities.
7. Honorary members (patrons) create a Board of Honorary Members which provides advice to the Board of Trustees and to the Executive Director in fundamental matters.
8. The associated membership originates on the day of acceptance for the study and payment of a membership fee for entrance examinations and lasts for the duration of the study. The associated member does not have the right to vote.
9. The Board of Trustees can terminate the membership of regular, honorary and associated members if:
  - a) the member decides to terminate the membership;
  - b) the member acts in contradiction with the mission and aim of association;
  - c) the member violates the By-laws and internal regulations of the association.

## Article 4

**Bodies of the Association**

The bodies of the Association are:

1. General Assembly
2. Board of Trustees
3. Secretariat
4. Executive Director

## Article 5

**General Assembly**

1. The supreme body of the Association is the General Assembly whose meetings are held at least once a year, it is created by all members of the Association. The General Assembly is convoked by the Board of Trustees.
2. The General Assembly:

- a) elects and recalls members of the Board of Trustees,
  - b) approves honorary members of the Association,
  - c) discusses and ratifies the budget and the plan of the Association's activities,
  - d) approves the annual balance sheet,
  - e) amends the By-laws of the Association,
  - f) decides about termination of the Association.
3. The General Assembly constitutes a quorum in the presence of a majority of regular members of the Association. A resolution is passed if the majority of the present members vote for it. In case of the provision of letter f) hereof, the consent of a two-third's majority of all regular members is necessary. Each member has one vote.
  4. Both regular and honorary members have the right to vote.

## Article 6

### Board of Trustees

1. The Board of Trustees is a control and coordination body of the Association. It has a minimum of 7 members who are elected and in exceptional cases recalled by the General Assembly and the Executive Director is always a member of the Board of Trustees. The functional period of the members of the Board of Trustees is three years and the members of the Board of Trustees may be re-elected. Also persons from abroad may be members of the Board of Trustees.
2. The Board of Trustees mainly:
  - a) decides about the programs and activities of the Association,
  - b) approves the budget, annual report and the plan of the Association's activities and submits them to the General Assembly for ratification,
  - c) decides about acceptance of a regular member of the Association,
  - d) proposes an honorary member of the Association,
  - e) elects and recalls from among its members the Chair and Vice-Chair of the Board of Trustees,
  - f) appoints and recalls from among its members the Executive Secretary of the Board of Trustees,
  - g) appoints and recalls the Executive Director of the Association,
  - h) establishes the Secretariat of the Association, approves its structure and the number of employees of the Association, determines the salary and other benefits of the Executive Director,
  - i) creates advisory bodies for securing the operation of the Association.
3. The Board of Trustees is convoked by its Chair, during the absence of the Chair by Vice-Chair, as often as necessary, at least two times a year.
4. The membership in the Board of Directors is without compensation. The members receive compensation only for necessary expenses incurred in connection with performing their functions.
5. A session of the Board of Trustees is governed by the Rules of Procedure.

## Article 7

### Secretariat

1. It is an executive body of the Association. It secures the administrative, organization and economic activities of the Association.
2. It works out the plan of the Association's activities and a draft of the budget, the annual report and the annual balance sheet.

3. It keeps current agenda in connection with the activities of the Association.
4. The employees of the Association perform their work on basis of an employment contract or other contracts in accordance with generally binding legal regulations.

#### Article 8

##### **Executive Director**

1. Is a statutory body of the Association and acts on its behalf.
2. The Executive Director represents the Association in contacts with governmental agencies, local authorities and institutions, as well as in public relations.
3. The Executive Director submits to the Board of Trustees the budget and the plan of the Association's activities for approving.
4. The Executive Director is obliged to inform the Board of Trustees about all sources of its income.
5. The Executive Director implements the rights of an employer towards the employees of the Association and concludes contracts with the lecturers for individual educational programs.
6. The Executive Director organizes and controls the work of the Secretariat.
7. The employment contract with the Executive Director is concluded by the Chair of the Board of Trustees on the basis of the authorization given by the Board of Trustees.

#### Article 9

##### **Managing of the Association**

1. The Association manages its own property and the property to which it has the right of managing.
2. The property of the Association serves for achieving and developing its aims and mission.
3. On the basis of the decision of the Board of Trustees, the Association may provide the participants of the educational programs with a partial compensation of the costs incurred in connection with their participation in the educational program to the amount approved by the Board of Trustees.
4. The remuneration of the lecturers is paid by the Secretariat on basis of the principles approved by the Board of Trustees.
5. The Association gains funds for its activity:
  - a) from gifts and contributions from local and foreign natural persons and legal entities,
  - b) from grants from local and foreign institutions for the support of certain types of educational activities,
  - c) from the income of its own educational, consultation, research, publication and organization activities,
  - d) from the revenues from its own property.
6. The Association manages the funds in accordance with the budget approved for a relevant calendar year.

#### Article 10

##### **Termination of the Association**

1. The General Assembly decides about termination of the Association according to Article 5, section 2, letter f) hereof, either by a voluntary dissolution or by its merger with another association.

2. Together with the decision on dissolving, the General Assembly appoints a liquidator who will perform the liquidation of the property of the Association according to generally binding legal regulations. The liquidation balance will be transferred by the Association in favour of an institution with similar aims on the basis of a decision of the Board of Trustees.

These By-laws were approved by the AINova General Assembly on April 11, 2005. This terminates the By-laws registered by the Ministry of Interior under the No. VVS/1-900/90-11957 and their amendments from October 29, 1997 and July 6, 1998.

Bratislava April 22, 2005  
No. of registration: VVS/1-900/90-11957-3  
Ministry of Interior of the SR  
JUDR. Oľga Plísňáková