Articles of the Civic Association

Slovak Green Building Council

(full text)

Preamble

The Slovak Green Building Council integrates corporations and organisations from various economic sectors linked to real estate market and construction industry while stimulating the market to change ways in which buildings and urban parts are being planned, constructed, renovated and operated with a view to create healthy, prospering, environmentally and socially responsible environment improving quality of peoples's lives.

Art. 1.
Title and office

1. Slovenská rada pre zelené budovy, shortly SKGBC (hereinafter only referred to as „Association" or „SKGBC") has its seat at Vajnorská 8/A, Bratislava, 831 04, Slovak Republic.

2. The English equivalent is The Slovak Green Building Council with its abbreviation SKGBC.

Art. 2
Type of association

The Association is a voluntary non-profit civic association established pursuant to the Act 83/1990 Coll. on Association of Citizens as amended. The Association is a legal entity pursuant to the Slovak law.

Art. 3
Objectives

The Association pursues following objectives:

1. Environmentally friendly buildings shall become standard in the Slovak republic.
2. Facilitating independent platform for outstanding organisations involved in sustainable construction industry and environmentally friendly architecture.
3. Managing market transformation by means of intensive communication between all stakeholders.
4. Raising awareness by educating and promoting sustainable construction industry through workshops and conferences.
5. Providing professional high-level expertise.
6. Cooperation with government and regional administration in the area of sustainable development.

7. Cooperation with other national and international organisations focused on sustainable development.
8. Increasing the level of awareness via information campaign.
9. Facilitation of high-quality accompanying services for Council members.

Art. 4
Types of activities

The core association's activities are:

1. mediating communication between
   - corporations
   - corporate sphere – academics – non-state organisations – government – municipalities
   - national and international organisations
2. stimulating market transformation including inter alia
   - perception of sustainability as an opportunity to transform and innovate urban environment
   -
   - support of certification process identifying environmentally friendly buildings as a principal driving force in market development
   - increasing government's interest in construction ecology
3. public education and promotion
   - conveying objective information
   - raising awareness about sustainable constructions
   - offering simple tools for sustainable decision-making
   - emphasizing good practice and new technologies for environmentally friendly constructions via case studies and research activities
   - stimulating demand for ecological constructions
4. facilitating specialised training
   - organising training workshops and seminars
   - visits to environmentally friendly constructions
   - offering highest-quality specialised training to various project teams and construction specialists (incorporating latest sustainable construction approaches)
5. co-operation with public administration including inter alia, co-operation with government representatives in order to create suitable legal environment for environmentally friendly construction.
6. constant efforts to promote the Association.

Complementary activities yielding additional Association's income are:

1. Sale of publications concerning sustainable construction.
2. Organisation of paid seminars, workshops and other forms of top quality specialised training in sustainable construction field.
3. Drafting expert sustainable construction analysis.

Art. 5
Membership

1. The Association differentiates between following categories of Association members:
    - Regular member
    - Exclusive member
    - Associated member

2. Each Association member shall be obliged to get acquainted with updated wording of valid and effective articles published on the Association's internet page. Candidates for membership shall be provided with a copy of updated articles for inspection. Candidate for membership shall confirm his/her consent with updated wording of the articles by signing it; this event shall be notified to the candidate in advance.

3. Regular membership may be attained by natural persons (self-employed) and legal entities carrying out activities in various segments of trade, industry and services linked with real estate market and construction industry. Membership of regular member shall be established by the Board of Directors' decision on adoption of Association member and payment of membership dues; the Board of Directors shall decide in individual cases within 14 days from application delivery.

4. Regular member may apply with the Board of Directors to attain status of „Exclusive member" for a following calendar year no later than on 15th December or at any time throughout the calendar year for a status of „Exclusive member" for relative part of ongoing calendar year. The Board of Directors shall decide about such application within 14 working days from application delivery. Should such regular member's application be approved by the Board of Directors, the Exclusive member is obliged to pay membership dues or respective difference between amount of dues already paid for given year and amount of dues for Exclusive member no later than within 15 days from delivery of Board of Directors' call for payment.

5. Associated membership may be attained by persons, regional self-governed units, training institutions, NGOs, specialised institutions, trade associations, corporations and other organisations, members of academic institutions and other groups. Membership of Associated member shall be established by the Board of Director's decision on adoption of Association member and payment of membership dues; the Board shall decide in individual cases within 14 days from application delivery.

6. In cases of serious breach of the articles, the Board of Directors may decide upon exclusion of a member from SKGBC. Failure to pay membership dues for respective calendar year or a failure to pay the difference pursuant to the item 5.4 in the articles herein is considered a serious breach of these articles.

7. All Regular and Exclusive members have the same voting rights. Associated members shall have no voting rights.

8. Members are obliged to pay their membership dues annually. The amount of dues for individual categories of Association members shall be approved by the Board of

Directors for every calendar year based on the standpoint received from Financial Committee and Executive Director while considering current economic situation and SKGBC's needs and capacities.

9. Regular members may mainly
   - use member SKGBC logo – in online version and printed form,
   - take part in SKGBC marketing,
   - take part in training programme organised by the Association,
   - form part of national and supranational initiatives,
   - use network of Association contacts,
   - have access to the section „only for regular members" with information on events related to Association,
   - have honorary place on Association's web pages with a link to a member's web page,
   - include their „green" initiatives and projects into the section „News" on Association's web pages,
   - visit, contribute and propose discussions and seminars focusing on sustainable development in construction industry as part of SKGBC,
   - gain relevant information in the area of public support, certification and further development of the environmentally friendly constructions' field,
   - play active role while creating strategies, policies and legislation for sustainable constructions,
   - take part in innovative projects and events,
   - cease the opportunity to initiate market transformation by means of the Association and create future of real estate market and construction by taking active part in Association's working groups.

10. An Exclusive member shall be entitled to all abovementioned privileges and on top of them, he/she will be granted a right to exclusive promotion by means of special banner with logos on all events, publication of logo in organisation's printed material as well as webpage. An Exclusive member shall be entitled to free access, or concession for paid SKGBC events. Details of such concessions shall be agreed by the Board of Directors based on recommendation of the Executive Committee and the Financial Committee and published in a special Exclusive members' support document.

11. Associated members may take part in members' assembly, however they have no voting rights. Associated members may be invited to events organised by the Association; they may partake and contribute to the assemblies and other events based on the Board of Directors' decision.

Art. 6
Structure

1. The Association comprises of following structures:
   A. Members' Assembly
   B. Board of Directors
   C. Executive Committee

D. Executive Director
E. Financial Committee

A. Members' assembly is the highest body of the association and it is formed by all members and convenes at least once a year. The Members' Assembly shall convene after being called by the Executive Director. The Executive Director shall be obliged to convene members' assembly within one (1) month provided that at least one third of Association's members with voting rights file their written requests for such Assembly. The Assembly shall reach a quorum with the participation of not less than half of the members with voting rights. In case that no less than half of members with voting rights are present at the Assembly within one hour from announced term of Members' Assembly, the Assembly shall reach quorum regardless of the number of present members. Members' Assembly decides with majority votes of present members with voting rights. Each member with voting right shall have one vote. Each member with voting right shall be authorised to propose a candidate for position of Board of Directors' member. Members' Assembly shall:
a) elect and recall members of the Board of Directors,
b) adopt and amend the articles,
c) grant instructions to the Board of Directors,
d) approve annual report,
e) decide about the Association's dissolution.

B. The Board of Directors manages the activity of the association between Member Assemblies. The Board of Directors has nine (9) members. Term of one Board of Directors' member is two (2) years. A member of the the Board of Directors can be elected for no more than three (3) consecutive terms. The Board of Directors shall be elected by Members' Assembly in the following manner: Each year, Members' Assembly shall elect part of Board of Directors' members via rotation, i.e. 5 members/4 members of the Board of Directors with a two-year term. As a result of changes in the way members of the Board of Directors are elected, as well as to adopt new format of Board of Directors' election, 9 Board of Directors' members shall be elected in 2012, while 5 members (with the highest number of votes) shall be elected for a two-year term and 4 members of the Board of Directors shall be elected for a one-year term. In 2013, Members' Assembly shall elect 4 members of the Board of Directors with a 2-year term. In 2014 Members' Assembly shall elect members of the Board of Directors in a way described in the second sentence of the article herein. The Board of Directors shall elect the Chairman, Vice-Chairman and a Treasurer from amongst its members. Should a member of the Board of Directors die, withdraw from the office or otherwise terminate his/her term prior to the following Members' Assembly, a member of the Association who proposed him/her into the position, shall propose a replacement candidate within one month. The Board of Directors shall approve a candidate unless it is obvious that such candidate would not be fit for such office in line with Association's articles and internal regulations. Should a member of the Association remain inactive or his/her membership in the Association cease or if the Board of Directors fails to approve replacement candidate proposed by him/her, the Board of Directors shall appoint replacement of their choice. The Board of Directors decides with majority vote of all Board of Directors' votes. Board of Directors shall reach a quorum with the participation of not less than half of all its members. Some of the key duties of the Board of Directors include:

a) to manage and control activities of the Association including publication activities,
b) to elect and recall members of the Executive Committee and Executive Director,
c) to adopt and approve annual plan of Association's activities,
d) to adopt and approve annual budget,
e) to evaluate applications and adopt new members of the Association,
f) to decide about expulsion of Association's member should he/she violate articles or internal Association's regulations;
f) to adopt internal Association's regulations which may cover those issues uncovered by the articles,
g) to follow instructions of the Members' Association,
h) to execute all rights which are not delegated to another Association's structures pursuant to the articles or internal regulations,
i) to decide about applications of regular members for exclusive membership granting,
j) to annually approve amount of membership dues.

Administrative tasks of the Board of Directors shall be carried out by the Secretariat.

C. Executive Committee shall be formed by Board of Directors' Chairman, Vice-Chairman, Treasurer and members elected by the Board of Representatives. The term of Executive Committee is one year. Some of the key duties of Executive Committee include:

a) practical implementation of annual plan and budget,
b) evaluation and commenting of annual plan,
c) evaluation and commenting of annual budget,

Administrative tasks of Executive Committee shall be carried out by the Secretariat.

D. Executive Director of the Association shall be elected by the Board of Directors. Some of the key duties of Executive Director include:
a) supervision and control of Association's matters and activities of its employees,
b) attaining objectives in annual plan,
c) advisory role to the Executive Committee,
d) management of Secretariat.

E. Financial Committee acts as an advisory and controlling body to the Executive Director and the Board and shall be composed of at least 3 members. The Chairman of Financial Committee shall be Treasurer; other Financial Committee members shall be elected by the Board of Directors from amongst applicants of Regular and Exclusive Association's members who are not members of the Board of Directors.
Other duties of Financial Committee include mainly assessment of Association's working groups' needs and budgets as well as assessment and control of financial aspects covered in projects co-implemented by SKGBC.

Art. 7
Acting on Association's behalf

Following persons are authorised to act and undertake obligations on Association's behalf

a) Association's Executive Director accompanied by at least one Executive Committee member, or
b) at least two Executive Committee members.

Art. 8
Economic management

1. In matters of Association's economic management, the Executive Committee shall report to the Board of Directors and Members' Assembly. The Association shall manage its resources based on budget approved by the Board of Directors.

2. Association's Executive Director is liable for current economic management, handling of property, bookkeeping and fulfilment of tax obligations.

3. Core income of the Association shall be generated by contributions and sponsoring of its members, donations, grants and income from non-profit and other non-business activities in line with Association's objectives. Complementary (additional) income of the Association shall be generated by yields from sale of publications, participation fees for seminars, workshops and other forms of specialised training and fees for preparation of analysis.

4. Upon the end of economic year, the Executive Committee shall submit balance of accounting to the Board of Directors. The Board of Directors shall submit a report on the financial results to the Members' Assembly for approval. Financial results are internally audited by the Financial Committee, which reports on the results of this audit to the Members' Assembly.

5. The Association's expenditures shall be focused on achievements of Association's objectives introduced in Art. 3 and in line with forms of activities introduced in Art. 4 of the articles herein.

Art. 9
Final provisions

1. The Association shall be dissolved by two-thirds majority vote of all Association members' decision. In case of Association's dissolution, a commission approved by the Members' Assembly shall carry out liquidation of its property.

2. Rights and duties not covered in these articles may be covered by internal regulation of the Association.

3. An amendment to these articles of civic association The Slovak Green Building Council - registered by the Ministry of Interior - Slovak Republic with registration No. VVS/1 – 900/90 – 36428 - was approved by the Members' Assembly on May 16, 2012. This amendment shall enter into force and become valid on May 16, 2012.