

THE STATUTES OF "BUILDINGS FOR THE FUTURE" PLATFORM

Article I

Name and seat of the association

1. The name of the civic association is Budovy pre budúcnosť (hereinafter also referred to as "Budovy pre budúcnosť" or the "Platform"), English version is "Buildings for the Future".
2. The seat of the civic association is located at Račianska 88B, 831 02 Bratislava, Slovak Republic.

GOALS, TASKS, AND POLICIES OF THE CIVIC ASSOCIATION

Article II

Goals of the Platform

1. The civic association is an organisation associating individuals and legal entities, established under Act No 83/1990 Coll., on Citizens Associations, as amended. The Platform is a legal entity.
2. The goal and mission of the Platform is to promote legislative changes and shape political environment in a way that the Slovak Republic promotes:
 - a) A comprehensive and deep renovation of all types of buildings at sufficiently high pace;
 - b) Achieve at least cost-optimal minimum of Energy Performance of Buildings (also during construction);
 - c) Emphasis on the quality of indoor climate; and
 - d) Design quality (energy performance evaluation), energy certificates, etc.
3. For the Platform to fulfil the goal it shall:
 - a) Promote and organise trainings and professional events, workshops, and conferences;
 - b) Support local and international cooperation and engagement in projects; and
 - c) Provide professional advisory in the area of quality building construction and renovation.
4. By achieving its goal and mission the Platform contributes to generally beneficial purpose of protecting and developing environment also by means of protecting and promoting natural and cultural values, health, education, and economic development of the Slovak Republic.

Article III

Policies of the Platform

The Platform's policies are:

- a) Equality;
- b) Adherence to fair trading practices; and
- c) Compliance with generally binding legal regulations.

When performing its mission, the Platform acts in compliance with the laws of the Slovak Republic and the EU while emphasising transparency and zero corruption tolerance. Further, the Platform also respects the principle of technological and product neutrality and the latest evidence-based knowledge and experience.

Article IV

Members of the Platform

1. Membership in the Platform originates upon the resolution of the Board based on a written application for membership submitted by an interested person.

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2. The Board discusses an application for membership of an interested person and makes a resolution within three calendar months from the sending of the application for membership.
3. The Managing Director of the Platform shall inform an interested party in writing on the Board's resolution within 3 days of the Board's session. In the event that the Board gives consent for the membership, such candidate for membership acquires the rights and duties of the Platform's member.
4. The Platform's members fully and unreservedly agree with and actively support the mission of the Platform, which they confirm by the declaration in the application for membership. The Platform's members respect each other's diversity and difference of their missions and activities; by their membership in the Platform, however, they do not express their full or unconditional mutual consent or any support for the mission and activities of other members of the Platform.
5. The Platform's members are:
 - a) Founding members;
 - b) Regular members;
 - c) Associated members.
6. The founding members are legal entities (societies, associations, and unions) which actively participated in establishment of the Platform and its activities prior to the establishment of its legal personality and their representatives were members of the preparatory committee (Article IX of the statutes). The founding members are subject to all the rights and duties of regular members. The founding members, as of the date of the Platform's legal personality, are Slovak Green Building Council, Association for Support of Residential Buildings Renovation, Institute for Passive Houses, and Greenpeace Slovakia.
7. The regular members are legal entities (societies, associations, and unions). The regular members have the right to take part in the meetings of the General Meeting of the Platform, submit their proposals, to vote at the General Meeting, to vote and to stand as a candidate for the bodies of the Platform, and exercise other rights.
8. The associated members are individuals or legal entities. The associated members have the right to take part in the meetings of the General Meeting of the Platform, submit their proposals, and the duty to perform the obligations set forth herein. The associated members do not have the title to vote at the General Meeting, to vote and to stand as a candidate for the bodies of the Platform. In the case of legal entities that can become regular members (societies, associations, and unions) the term of associated membership is limited to the period of 12 months, unless, on a case by case basis, the Board decides otherwise.
9. Upon being adopted as a member of the Platform, a new member organisation receives a certificate of membership in the Platform which includes in particular: name of a new member organisation, type of membership (regular, associated member), date of participation (in the case of an associated member also term of the membership).
10. The Platform's member has the obligation:
 - a) Once a year (each 12 months) provide the Platform with a membership fee, in the event of a founding or regular member;
 - b) Comply with the statutes and other documents approved by the General Meeting;
 - c) Refrain from pursuing or supporting such activities that would be in breach of the mission or goals of the Platform.

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Article V

Membership fees of the Platform's members

1. The amount of a membership fee per one calendar year is usually EUR 5000 (in words: five thousand euro) for the associations of legal entities and EUR 700 (in words: seven hundred euro) for the associations mostly comprising physical persons.
2. At minimum 50% of the amount of a membership fee must be paid no later than 30 April of the calendar year for which the membership fee is paid. A membership fee must be paid in full no later than 30 August of the calendar year for which the membership fee is paid. The members which are accepted by the Board in the course of a calendar year are obliged to pay a pro-rata amount of membership fee within 30 calendar days from the date of their acceptance as members.
3. If a member is in delay with paying of a membership fee, its membership in the Platform automatically expires on the date of the delay with payment of the membership fee unless the Board decides otherwise.
4. In the case that the General Meeting makes no decision on the change in the amount of an annual fee, the members are obliged to pay the same fee in the upcoming year as well.

Article VI

Terminating and suspending the membership of the Platform's members

1. A member of the Platform which seriously infringes the Platform's statutes or the obligations imposed by the General Meeting or other Platform's bodies may be expelled from the list of the Platform's members. The expulsion of the Platform's member can be proposed by any Platform's member which performs its duties in due and timely manner. The expulsion of the Platform's member is decided upon by means of a resolution of the Board.
2. A member of the Platform may terminate its membership at any time based on a written notice.
3. Suspension of a membership shall always be for a specific time stipulated by the resolution of the Board. Any member of the Platform may propose a suspension of the membership in the Platform. Upon the expiry of the specified period of suspended membership, the Board decides on further procedure - extending the period of suspended membership, expulsion of a member or resuming the membership in the Platform. During the term of suspended membership, a member of the Platform has the rights and obligations of an affiliate member of the Platform.
4. In the case of expelling a member, terminating or suspending of a membership, the member of the Platform is not entitled to returning of provided fee.

Article VII

Bodies of the Platform

The Platform has the following bodies:

- a) the General Meeting;
 - b) the Board;
 - c) the Chairman of the Board;
 - d) Managing Director.
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- a) **General Meeting**

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1. The General Meeting is the Platform's highest body and it comprises all the Platform's members. The General Meeting is convened at least once a year or as necessary upon the proposal of the Board or if so requested in writing at least by one third of the Platform's members. The Board is obliged to convene the General Meeting no later than 40 days from the date of delivery of the written request.
2. Invitations to the General Meeting that contain information on the agenda, time, and venue of the General Meeting must be delivered electronically to each member of the Platform no later than 15 days prior to the date when the General Meeting takes place.
3. The session of the General Meeting is chaired by the Chairman of the Board.
4. The powers of the General Meeting include in particular:
 - a) Electing, appointing, and dismissing the members of the Board and electing and dismissing the Chairman of the Board;
 - b) Approving the annual management report of the Platform;
 - c) Approving the budget, goals, and plan of the Platform's activities for the upcoming calendar year;
 - d) Making decisions on the amount of membership fees;
 - e) Approving the Platform's statutes and their amendments;
 - f) Approving the legal acts performed by the preparatory committee until the establishment of the Platform;
 - g) Making decisions on a voluntary dissolution or merger with another association;
 - h) Making decisions on other issues regarding the Platform's activities that are not entrusted in the powers of other bodies of the Platform.
5. For the purposes of voting at the General Meeting, each regular and founding member of the Platform shall have one vote for every 100 euro (in words: one hundred euro) of paid membership fee for the previous calendar year and/or for the current calendar year if it is a member in the first calendar year of membership. Only a member of the Platform which has paid as of the date of the General Meeting its membership fee in accordance with the statutes shall be entitled to vote at the General Meeting.
6. The General Meeting has a quorum if the members of the Platform holding together an absolute majority of votes are present thereat. The General Meeting makes decisions by a resolution adopted by an absolute majority of votes of present members. The General Meeting can also vote "per rollam" (by letter). The General Meeting has a quorum one hour after a duly notified commencement of the General Meeting, even if members of the Platform are present which together do not hold an absolute majority of votes if, at the same time, at least one member entitled to vote is present.
7. For a resolution on amendment to the statutes and voluntary dissolution or merger with another association to be adopted 2/3 majority of votes of present members are required and, at the same time, consent of all founding members of the Platform.
8. Minutes shall be drawn on the course of the General Meeting. The minutes shall contain individual items on the agenda, the main points of the discussion, and individual resolutions adopted by the General Meeting, indicating the number of votes in favour, against, and the number of abstentions. The minutes are signed by the Chairman of the Board and one verifier who is elected by the General Meeting at the beginning of the session of the General Meeting.

b) The Board

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1. The Board is a permanent body of the Platform and it takes responsibility for the Platform's activities between the sessions of the General Meeting.
2. The Board has 3 members at minimum and 7 members at maximum. The Board's members are the representatives of founding members of the Platform and elected representatives of the General Meeting. Each founding member of the Platform may appoint one representative for the Board. Membership of a representative of the Platform's founding member in the Board is not subject to any voting of the General Meeting.
3. The General Meeting elects other members of the Board on the basis of nominations by the members of the Platform. One member of the Platform may nominate a maximum of one person to the Board. The Board is elected for a period of three years with the possibility of re-election. After the expiry of the term of office of the Board's members, their membership lasts until the election of new members of the Board.
4. The term of membership in the Board is confirmed by the Chairman of the Board who issues a certificate of membership in the Board, which must include in particular: name of a member, name of the organization he/she represents in the Board, and function in the member organization. The certificate further includes the date of occurrence and termination of the function
5. The Board:
 - a) Decides on the management of the Platform between two sessions of the General Meeting;
 - b) Submits to the General Meeting the management report for the previous year;
 - c) Proposes the Platform's budget for the upcoming annual period;
 - d) Appoints and dismisses Managing Director, signs a contract of service with the Managing Director, and proposes his/her remuneration;
 - e) Proposes to the General Meeting the amount of a membership fee;
 - f) Approves adoption of interested persons as members of the Platform;
 - g) Manages the Platform's members list;
 - h) Makes decisions on the Platform's member expulsion;
 - i) Approves creation of work groups which can include the Platform's members, sponsors (business entities or physical persons who provide the Platform with sponsor contributions), and other persons with necessary expertise;
 - j) Makes decisions on all principal issues, activities of the Platform, its strategy and programme, and the issues that are outside the powers of the General Meeting;
 - k) Submits other proposals on the issues that fall within the powers of the General Meeting.
6. The meetings of the Board are held as appropriate, usually once a month. The meetings are convened through written invitation by the Chairman of the Board.
7. Each member of the Board holds one vote for the purposes of voting in the Board.
8. The Board has a quorum if at least 1/2 of its members is present thereat. The Board decides by a resolution adoption of which requires the consent of an absolute majority of votes of the present members. In the event of a tie during the Board's voting, the Chairman of the Board shall have the casting vote. The Board may also adopt decisions "per rollam" (by letter).
9. Unanimous consent of all members of the Board representing founding members of the Platform is required to adopt the resolution on:
 - a) Adoption of a member of the Platform;

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- b) Expulsion of a member of the Platform, except for the expulsion of a founding member.

c) **The Chairman of the Board**

1. The Chairman of the Board:
 - a) Performs the function of a statutory body of the Platform;
 - b) Represents, acts for and on behalf of the Platform and the Board in compliance with its resolutions;
 - c) Manages the Board's activities, convenes its meetings, and proposes their agenda,
 - d) Chairs the meetings of the Board and General Meeting;
 - e) Exercises the powers and duties of the Managing Director of the Platform in the period when the Managing Director is not appointed.
2. The Chairman of the Board is elected and removed from office by the General Meeting based on a proposal of at least one of the Platform's members. The Chairman is elected for a period of three years with the possibility of re-election. After the expiry of term of office, the Chairman of the Board performs his/her function until the election of a new Chairman of the Board. The Chairman of the Board is elected by the General Meeting and the result of the election is recorded in the minutes on the General Meeting.

d) **Managing Director of the Platform**

1. The Managing Director is an executive body of the Platform and represents it externally in compliance with the resolutions of the General Meeting, the Board, and the instructions of the Chairman of the Board.
2. The powers and duties of the Managing Director include:
 - a) Ensuring day to day operation of the Platform;
 - b) Ensuring implementation of the resolutions of the Board and General Meeting, and the instructions of the Chairman of the Board;
 - c) Proposing the financial strategy of the Platform and annual financial plan of the Platform;
 - d) Submitting the financial management report of the Platform to the Board;
 - e) Administrating the information database comprising all information related with the activities of the Platform and its bodies;
 - f) Handling and archiving the correspondence of the Platform;
 - g) Coordinating internal program of the Platform and progress of work groups;
 - h) Maintaining bookkeeping in compliance with general legal regulations.

Article VIII

Property and property management of the Platform

1. The Platform is liable for all commitments made out of its own assets. The Platform's members are not responsible for the Platform's commitments. The Platform's financial management is performed in accordance with the budget approved by the General Meeting and the applicable laws, statutes, and other rules regulating the Platform's financial management.
2. The property of the Platform comprises:
 - Membership fees;

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- Income generated by own activities
 - Donations, sponsorship contributions, financial contributions, subsidies, and grants.
3. The funds of the Platform are held with one bank account.
 4. The funds of the Platform may only be used only for the purposes compliant with the mission and goals of the Platform and in accordance with approved budget.
 5. The funds of the Platform can only be used upon a written consent of the Managing Director and the Chairman of the Board or in his/her absence other member of the Board (the principle of two signatures).

Article IX

Dissolution of the Platform

1. The Platform shall be dissolved by:
 - a) A voluntary dissolution or merger with another association;
 - b) Valid decision on its dissolution by the Ministry.
2. A voluntary dissolution of the Platform or its merger with another association shall be decided upon by the General Meeting.
3. A decision on a voluntary dissolution of the Platform must contain date, name of a liquidator who performs the Platform's property ownership settlement in accordance with the principles of property ownership settlement at the dissolution of the Platform.
4. A liquidator has the right to perform all necessary legal acts to complete the deletion from the Registry of Civic Associations that is maintained by the Ministry.