

## **Statutes of the Czech Society for Cell Biology, z.s.**

approved at the founding meeting on Oct 13, 2014

### **I. Introductory provisions**

1. Name: Czech Society for Cell Biology, z.s. (The "Society").
2. In international relations the Society uses the English name Czech Society for Cell Biology, z.s.
3. The headquarters of the Society is in Prague.
4. The Society is a voluntary professional organization for mainly scientific, scientific-educational and scientific-technical personnel who by their activities contribute to further development and increase in the level of scientific, scientific-educational and scientific-technical activity in cell biology and overlapping disciplines as well as the popularization of science.
5. The Society is a public benefit corporation within the meaning of the Civil Code §146.

### **II. Purpose of the Society**

1. The purpose of the Society is to promote, in particular, the development of cell biology and overlapping disciplines, encouraging scientific and science popularization activities and the dissemination of new knowledge in practice. The Society is trying to be helpful to the members of the Society in their academic work, and trying in particular to contribute to the raising of the professional level of young workers in the field.
2. To fulfill its purpose, the Society organizes or co-organizes scientific conferences, symposia, lectures, discussions, practical courses, collaborates with domestic and foreign scientific societies and institutions in the field.

### **III. Membership in the Society**

1. Membership is individual and collective.

#### *2. Individual membership*

The membership in the Society may be applied for by expert, primarily scientific, scientific-educational and scientific-technical staff in the field of cell biology and overlapping disciplines who submit a written application, the details of which are listed on the website of the Society. Individual membership is established through admission to membership and payment of individual contribution for one calendar year. Individual members are full members of the Society. Acceptance of an applicant as an individual member of the Society and of the amount paid and the method of payment of the membership fee is decided by the Society Council.

#### *3. Collective membership*

Legal entities (in further "Companies") may become collective members of the Society. The application shall be submitted in writing, its requirements are listed on the website of the Society.

Collective membership is established by the acceptance as a member and payment of a collective fee for one calendar year. Collective member has the status of associate member of the Society. For negotiations with the Society, companies are represented by an authorized person of the company. Acceptance of an applicant as a collective member of the Society and of the amount paid and the method of payment of the membership fee is decided by the Society Council. Details of the activity of a collective member are negotiated by the chairman of the Society together with the Council of the Society.

### **IV. Rights and obligations of members**

#### *1. A member of the Society has the right to:*

- a) attend a Membership meeting and participate in its negotiations
- b) elect and be elected into the bodies of the Society in case of full members; collective members of the Society do not have the right to elect and be elected into the bodies of the Society
- c) be informed of events of the Society
- d) enjoy the benefits of membership in the professional events of the Society.

2. *Member of the Society is obliged to:*

- a) observe the statutes of the Society, participate in the tasks of the Society
- b) fulfill the resolutions of the bodies of the Society, establishing specific tasks of individual members
- c) duly exercise functions commissioned to them
- d) pay membership fees.

## **V. Termination of Membership in the Society**

1. *Individual membership in the Society terminates by:*

- a) a written statement of the member of the Society that he secedes the Society
- b) failure to pay the membership fee in spite of being reminded, in written form, twice about the payment
- c) the member's death
- d) exclusion.

2. *Collective membership is terminated by:*

- a) a written statement of the company that it secedes from the Society
- b) failure to pay the membership fee in spite of being reminded, in written form, twice about the payment
- c) termination of the company
- d) exclusion.

3. The exclusion of a member shall be governed by the Civil Code §239-242.

## **VI. Bodies of the Society**

*Bodies of the Society are:*

Membership meeting, Council, Chairman, Inspector.

## **VII. Membership meeting**

1. Membership meeting of all members of the Society is the supreme body of the Society.

2. Membership meeting shall:

- a. determine the main directions of activity of the Society
- b. approve the report on the activities of the Society Council for the period from the last meeting of members
- c. approve the report of the inspector for the period since the last membership meeting
- d. adopt resolutions on fundamental economic measures in the framework of the Society
- e. elect the inspector and the members of the Council
- f. to decide on changing the Statutes of the Society
- g. to decide on the dissolution of the Society.

3. Membership meeting takes note of the report on the activities and economy of the Society for the current year, plan of activities and budget of the Society for the next calendar year.

4. Membership meetings are held at least once a year. It is convened by the Chairman through a written invitation containing the program.

5. Membership meeting is chaired and led by the Chairman or another member of the Council authorized by the chairman.

6. Membership meeting has a quorum if at least an absolute majority of regular members are present. Membership meeting shall decide by a simple majority of members present.

7. If, at a defined time, the absolute majority of regular members do not meet, the Chairman is entitled to terminate the regular session of the membership meeting and 30 minutes later to initiate a substitute membership meeting. The substitute membership meeting constitutes a quorum when any number of regular members are

present, but it can only discuss agenda items listed in the invitation to the membership meeting. Membership meeting adopts resolutions by a majority vote of the members present during the vote.

## VIII. Council

1. The Council is the executive body of the Society. The term of the Council is 3 years, repeated election of Council members is possible. The Council consists of 11 members at most. The specific number of members for the respective term is determined by the Council.
2. The Council shall in particular:
  - a. approve the report on activities and economy of the Society for the current year
  - b. approve the plan of activities and budget of the Society for the next year
  - c. entrust members of the Society with specific tasks
  - d. ensure preparation of the membership meeting in its entirety
  - e. decide on admission to membership and expelling of a member
  - f. decide on the amount, maturity and method of payment of the membership fee
  - g. decide on holding events of the Society, on contributions to foreign stays and on participation in scientific events
  - h. to decide on the membership of the Society in domestic and foreign organizations.
3. The members of the Council elect from among them the Chairman, who is the statutory body of the Society.
4. The proceedings of the Council shall be convened and chaired by the Chairman. The Council has a quorum if absolute majority of the members of the Council of the Society and the resolution is adopted if more than half of the members voted for it. In case of indecisive vote, the Chairman's vote decides.
5. Membership in the Society is terminated by:
  - a) expiration of the term
  - b) resignation
  - c) agreement on the termination of membership
  - d) death
  - e) cancellation.
6. If a Council member resigns on his function, his membership will end up in two months after the delivery of the resignation, alternatively after the notification of the resignation in the Council minutes.
7. Members of the Council, whose number has not dropped below one half, may co-opt a surrogate member for the prematurely vacant position of a council member until the next session of the membership meeting, which will elect a new board member. Membership meeting may elect even a member who performed his function on the basis of co-optation.
8. Council decides on matters entrusted to it collectively with the exception of cases where the responsibilities of individual members of the Council are divided into specific areas.
9. The Council may decide by voting "per rollam" (postal vote). The President sends a proposal of issues to be decided "per rollam" to other members of the Council. A decision is taken on the day the sender received a favorable opinion of the last member of the Council to achieve the absolute majority of all members of the Council. Decision adopted "per rollam" is signed by the President. At the next meeting of the Council, the members are informed of the decisions taken "per rollam" since the last Council meeting.
10. If the Council decision is taken, at the request of a member of the Council who opposed the proposal, his divergent view is recorded. If the proposal is adopted in the absence of a Council member, the member is entitled to know the contents of the decision; this right is fulfilled by providing the minutes of the Council meeting to its members.

## IX. Chairman

1. The Chairman is the **statutory body of the Society**. He represents the Society externally and acts on his behalf independently. The Chairman may empower another member of the Society Council.

2. The Chairman as a statutory body possesses all the powers that these statutes do not entrust to another body of the Society.

#### **X. Inspector**

1. The Inspector is the supervisory body of the Society.

2. The Inspector:

- a. controls that the Society affairs are properly maintained and that the activities of the Society are performed in accordance with the statutes and regulations
- b. presents an annual report on the results of his control activities to Council, Chairman and Membership meeting.

3. The Inspector is elected by the membership meeting for a 3 year term and can fulfill his function for a maximum of two consecutive terms in office.

4. For the termination of the function of Inspector, the same provisions of these Statutes apply as the provisions for the termination the membership in the Council.

5. Inspector may attend Council meetings without voting rights.

#### **XI. Dissolution of the Society**

1. The dissolution of the Society will be decided by the membership meeting of the Society, which must be attended by at least two thirds of the regular members of the Society. A three-member liquidation committee elected at this meeting will decide on the disposition of the liquidation balance.

2. The Society terminates on the day of deletion of the Society from the register of associations.

#### **XII. Final Provisions**

These Statutes of the Society will be drawn up in three copies, one of which will be submitted to the registration court and two will be put into the documentation of the Society.

In Prague,

Prof. RNDr. Ivan Raška, DrSc.

Chairman