

STATUTES OF THE CZECH INFRASTRUCTURE ASSOCIATION, registered association

(ASOCIACE PRO ROZVOJ INFRASTRUKTURY, Z.S.)

In the wording approved by the General Assembly on the day of 11 June 2020:

ARTICLE 1

1.1. Name of association: Asociace pro rozvoj infrastruktury, z.s. (hereinafter "**ARI**")

1.2. Registered office: Prague

1.3. Legal form: ARI is an association as defined by the provisions S. 214 *et seq* of Act No. 89/2012 of the Civil Code (hereinafter the "**CC**").

ARTICLE 2: ARI's activities

2.1. Main activity

The purpose of ARI is to:

- a) defend the interests of the private sector in relation to the public sector in the field of public infrastructure development and revitalization;
- b) lead matter-of-fact and expert-level discussions with public sector representatives and entities across the political spectrum;
- c) maintain the proper media image of the infrastructure sector by managing communication with representatives of the media;
- d) enhance efficacy and efficiency in the field of public infrastructure development and revitalization in the Czech Republic by advocating for:
 - (i) legislative and procedural changes leading to greater efficacy and acceleration of infrastructure preparation and implementation in the Czech Republic;
 - (ii) alternate models of tendering and funding infrastructure, such as Design & Build (D&B), Design, Build & Operate (DBO) and Design, Build, Finance & Operate (DBFO),
 - (iii) assessment of expenses of the life cycle and economic viability of infrastructure;
 - (iv) evaluation and management of project risks by the public sector, including optimal transfer of risks to the private sector;
 - (v) broader use of the experience, innovation and capital of the private sector aiming towards effective provision of public infrastructure;
 - (vi) use of good international and domestic practices and modern technology in the field of infrastructure,(item d) hereinafter also as "**Enhancing efficiency**";
- e) familiarize the public with effective forms of preparing, procuring and operating public infrastructure;
- f) support growth of ARI members' business and expansion of their business to foreign markets.

2.2. Secondary activity

Aside from its main activity, ARI may develop business activities as defined by S.217 (2) of the CC, which, however, must be directly related to ARI's main activity in all cases, must be directed to supporting this main activity and also be limited by this purpose. Business use of the association's property, including intangible property such as developed know-how or any intellectual property rights, may be used in such secondary business activity. Income derived from such activity shall be used to cover ARI expenses.

2.2.1. ARI services

In compliance with 2.2, ARI's secondary business activities may include fee-based provision or brokerage of the following services for private or public sector entities (hereinafter "**ARI Services**"):

- (i) education and promotion of international practices in the field of public infrastructure through conferences, professional events (discussion roundtables), debates or trainings
- (ii) brokerage and provision of know-how, e.g. in the field of public procurement (provision of preliminary market consultations, methodological guidance in commissioning and evaluation of public tenders on the basis of quality and value and other factors) or in cases in which ARI is requested to provide methodological guidance;
- (iii) development of analyses, white papers and documents promoting good practices in the field of public infrastructure;

Pursuant to decisions made by its management board, ARI may use the know-how and capacity of its members to provide services. The management board may decide whether the public sector will be charged for ARI Services on a case by case basis.

2.2.2. Centrum Services

ARI may provide the services of the Centrum pro rozvojové trhy (hereinafter the "**Centrum**") to private and public entities. The Centrum is a coordination centre that actively acts as an intermediary for business opportunities, works with international financial institutions and arranges integration of Czech engineers, advisors and suppliers into the international environment, i.e. in relation to preparation and implementation of infrastructure projects in emerging markets.

The Centrum's activities constitute a business activity, which is an ARI secondary activity in compliance with 2.2 above and which is provided on a fee basis to both ARI members and non-members who express an interest in these services and order these services exclusive of the Main Activity pursuant to 2.1 and of ARI Services pursuant to 2.2.1.

ARTICLE 3: ARI Membership

3.1. ARI Membership

Any legal or natural person from the private sector may be a member of ARI. The management board shall decide in the event of doubts as to whether a particular person is from the private sector or not. The management board may also grant exceptions to Honorary Members and Partners from the public sector.

3.2. Establishment of membership

A person becomes a member by fulfilling the following conditions:

- a) the interested party submits a written application;
- b) the management board accepts the application; the application shall be deemed accepted when the management board unanimously approves the application at the management board meeting following delivery of the application; and
- c) the first membership dues have been paid in the stipulated amount.

3.3. Termination of membership

Membership ceases to exist:

- a) upon delivery of a notice from a member stating their resignation from ARI;
- b) if 14 days elapse from the date on which a reminder to pay the membership dues was sent to the member in question subsequent to said member becoming overdue with their payment if said member had not paid the overdue membership dues by that time; or
- c) if the General Assembly decides to expel a member from ARI; the expelled member may propose, within the statutory period, that the management board re-examine the expulsion decision;
- d) upon the death of a member who is a natural person.

3.4. Associate membership

An Associate member of the ARI can be any legal or natural person from the private sector. The establishment and termination of membership and acting on behalf of a member shall be governed by Articles 3.2., 3.3. and 3.6. An associate member is only entitled to participate in the educational activities that ARI offers to its members (training of members' employees). An Associate Member is not entitled to attend the General Meeting, has no voting rights, cannot nominate a representative to the Steering Committee, nor can participate in the Working Groups and draw on the ARI Services. It may participate in ARI actions under the same conditions as other entities that are not

members of ARI. An Associate Member may at any time apply for membership in the ARI in accordance with 3.1. and 3.2. A lower membership fee already paid for the same period will be set off against the payment of a higher membership fee.

3.5. Honorary and partner membership

The ARI management board may grant honorary membership (hereinafter "**Honorary Membership**") to any person who has contributed or contributes in a significant way to attainment of ARI's goals, even if such person has not fulfilled the conditions of ARI membership set forth in Article 3.2 herein. Honorary membership is valid for the calendar year for which it was granted by the management board.

The ARI management board may grant partner membership (hereinafter "**Partner Membership**") to any person from the public sector which supports attainment of ARI's goals in b) through g) pursuant to Article 2.1, even if such person has not fulfilled the conditions of ARI membership set forth in Article 3.2 herein. The status of an entity that has been granted Partner Membership is "**Partner**" and the establishment and cessation of Partner Membership is governed by Articles 3.2. and 3.3.

The management board makes decisions to grant Honorary and Partner Membership on the basis of a written application from the person intending to become an Honorary or Partner Member.

Decisions by the management board to grant Honorary or Partner Membership must be unanimously approved by the committee.

Honorary members do not have to pay membership dues and have no voting rights. Partners do not have voting rights. Both, however, have the right to participate in events held by ARI and meetings of ARI bodies as if they were regular members, including meetings of the General Assembly and meetings of any working groups that may be established by ARI. This authorisation does not extend to management board meetings, with the exception of cases in which an Honorary Member or Partner is expressly invited to a management board meeting.

3.6. Acting on behalf of a member

Every member, which is a legal person or a public institution, shall authorise a natural person to act on its behalf in relation to ARI matters. Authorised individuals may also assign a proxy to represent them. This clause does not apply to members of the management board, in which execution of a management board member's position is bound to the specific person.

ARTICLE 4: General Assembly

4.1. General Assembly

The supreme body of the ARI is the General Assembly, which has the right to decide on any ARI matter, even if it was previously under the decision-making authority of the management board. The General Assembly is convened by the chairman of the management board, the secretary, or jointly by at least one-third of ARI members. The regular General Assembly is held at least once a year.

General Assembly agendas will be sent with an invitation to the General Assembly at least 14 days in advance of the date of the General Assembly. The General Assembly may discuss and decide on matters other than those listed in the invitation only with the consent and participation of all ARI members authorised to vote on such matters.

General Assemblies without due convening of the General Assembly as stipulated herein and according to the CC may be held only with the consent and participation of all ARI members.

4.2. Voting

General Assembly decisions require a majority of votes by the ARI members present at the General Assembly, with the exception of the following matters:

- a) amendments to the ARI statutes;
- b) setting of membership due rates;
- c) expulsion of an ARI member;
- d) termination of ARI.

Decisions on the matters listed above require a 2/3 majority of votes by the ARI members present at the General Assembly.

An absolute majority of all ARI members must be present for the General Assembly to have a quorum.

Every member (with the exception of Honorary Members, Partners and Associate Members, which do not have voting rights) is entitled to the number of votes corresponding to its turnover level pursuant to 8.1 herein, according to which it pays membership dues for the year in which the General Assembly is held. Members in the first level are entitled to one vote, members in the second level are entitled to two votes and members in the third level are entitled to three votes. If a member pays a contribution corresponding to a higher turnover level in a given year, it will be entitled to the corresponding higher number of votes.

4.3 Minutes

Minutes are taken at the General Assembly. Every ARI member has the right to view General Assembly minutes. This right may be exercised in the ARI headquarters.

ARTICLE 5: Management board

5.1. Roles, composition and decision-making authority of the management board

The management board is the statutory and executive body of ARI which supervises ARI's activities and decides on ARI matters between General Assemblies, with the exception of matters that may be decided by the General Assembly.

The management board is a collective statutory body. It makes decisions through an absolute majority of all members of the management board, whereas voting by correspondence is permitted according to rules set by the management board.

In the event that the number of management board members decreases to less than half between General Assemblies, any one of the remaining management board members convenes an extraordinary General Assembly. In the event that none of the management board members convenes an extraordinary General Assembly without undue delay, the secretary or any member of ARI is authorised to convene the General Assembly.

5.2. Election of members

The management board has seven members. They elect one member to act as chairman of the board. The term of office of the management board is two years. The term of office ends at the latest on the day on which a new management board is elected at the next regular General Assembly. In the event that a member of the management board was replaced during this period, their term of office ends at the same time that the term of office of the other members of the management board ends.

Management board members are elected by ARI members at the General Assembly.

5.3. Replacement of a management board member

In the event that a management board member's relationship (a natural person who represents an ARI member, which is a legal person, on the management board) to said legal person and said legal person does not consent to the continued membership of the authorised natural person on the management board, such member shall be replaced by the candidate who received the second-most votes in the elections.

In the event that a management board member's term of office (a natural person who represents an ARI member, which is a legal person, on the management board) expires, another person designated by the ARI member – legal person through a written notice addressed to ARI shall be co-opted to replace the exiting member. This individual shall become a management board member when the written notification concerning co-optation is delivered to the management board.

In the event that the procedure described above is not followed, the management board is entitled to co-opt a suitable person to fill the open management board member position, but only in the time period before the next General Assembly. The procedure described in 5.3. herein also applies in the event that a management board member resigns.

5.4. Dismissal of a management board member

In the event that a management board member acts in a manner that harms the interests of ARI such member may be dismissed by the General Assembly prior to expiry of their term of office.

In the event that a member of ARI is expelled through a decision by the General Assembly, and such member was a member of the management board, the management board membership of the person related to the expelled member is automatically terminated. In such case the procedure described in 5.3 Replacement of a management board member is then followed.

5.5. Powers of the management board

The management board has the following powers, in particular, to:

- a) elect its chairman, who also represents ARI as its chairman;
- b) select the ARI management team, including the secretary; the chairman of the management board is authorised to act in legal matters concerning ARI management;
- c) select contractors for services requested by ARI;
- d) set the scope and conditions of the secretary's work;
- e) approve the scope of the secretary's authority;
- f) approve legal transactions that exceed the scope of the secretary's authority;
- g) propose the total annual budget for approval by the General Assembly with identification of the key activities for which budgeted funds will be allocated;
- h) secure performance of specific activities in compliance with approval of the annual budget;
- i) secure publication and approval of ARI public opinions;
- j) examine decisions to expel an ARI member on the request of the expelled member;

5.6. Chairman of the management board

The management board members select one of the members as the board chairman, who also represents ARI as its chairman. The chairman manages and coordinates the work of the management board, oversees the work of ARI employees between management board meetings and regularly communicates with the secretary.

ARTICLE 6: Secretary

The secretary is engaged by ARI to manage and secure activities aiming to fulfil ARI's goals. The management board sets the scope of activities and specific tasks for the secretary. The management board negotiates and approves the conditions of the secretary's engagement.

ARTICLE 7: Working groups

7.1. Establishment of working groups

Working groups may be set up to reach ARI goals in specific areas. A working group shall have at least three members and shall choose a leader of the working group. Working groups are established through approval by the management board.

7.2. Meetings of working groups

The secretary shall be notified of working group meetings and shall provide information about such meetings mainly through the ARI website and/or using other means. All ARI members have the right to attend working group meetings.

7.3. Opinions of working groups

Working groups may prepare opinions on issues that are of common interest to ARI members. Such opinions, however, shall not be in conflict with ARI goals or with General Assembly resolutions and shall be made public only upon approval by the management board. The management board may set other rules for making opinions public.

7.4. Termination of working groups

The management board may decide to terminate a working group. Such decisions must be approved by an absolute majority of the management board members.

ARTICLE 8: Financial management and membership dues

8.1. Funding

8.1.1. Membership dues

Pursuant to 2.1 Main activity herein, ARI's work is funded through annual membership and partner dues. The amount of annual membership dues is set according to the level in which a given member's annual turnover falls, as follows:

- a) less than CZK 50 million – level 1, annual membership dues of CZK 10,000;
- b) between CZK 50-500 million – level 2, annual membership dues of CZK 20,000;
- c) over CZK 500 million – level 3, annual membership dues of CZK 30,000.

Every member has the option of paying the annual membership dues corresponding to a higher turnover level on a voluntary basis. Partners' annual partner dues are CZK 40,000. The annual membership dues for Associate Members are CZK 5,000.

Unless the management board stipulates otherwise, annual membership and partner dues are due within a 90-day period from the beginning of the accounting period for which the dues are to be paid.

8.1.2. Income from ARI Services

In compliance with 2.2. Secondary activity, ARI Services pursuant to 2.2.1. are not covered by membership dues. ARI members are required to pay ARI remuneration for ARI Services provided pursuant to 2.2.1.(i) in the extent and amount set through a decision of the General Assembly on an annual pre-paid basis.

8.1.3. Income from Centrum Services

In compliance with 2.2. Secondary activity, Centrum Services pursuant to 2.2.2. are not covered by membership dues. ARI members and non-members are required to pay ARI remuneration for Centrum Services in the extent and amount set through a decision of the General Assembly on an annual pre-paid basis.

8.3. Budget

The management board shall prepare the framework ARI annual budget. The General Assembly approves this framework ARI annual budget. The management board monitors specific fulfilment of the annual budget. Every member has the right to view the ARI accounting books and all related documents.

8.4. Responsibilities of ARI members

ARI members are not guarantors of ARI obligations nor are they accountable for ARI obligations in any other way. ARI members are required, however, to pay their membership dues on time.

8.5. Incomplete year

In the event that an ARI member's membership began or ended during a year for which membership dues should be paid, such member shall be required to pay the membership dues in their entirety as if such member were a member for the entire year.

ARTICLE 9: Acting on behalf of ARI

The chairman of the management board is authorised to act on behalf of ARI in relation to other entities by himself/herself; two members of the management board may also act jointly on behalf of ARI in relation to other entities.

The secretary is authorised to act on behalf of ARI in regard to ordinary matters. The management board is authorised to define the scope of ordinary matters more specifically. The management board may grant a power of attorney for particular legal actions as necessary.

ARTICLE 10: Legal succession

In the event that a member which is a legal person ceases to exist, the ARI membership of said member passes on to the member's legal successor.

ARTICLE 11: Proceeds of liquidation

In the event that ARI ceases to exist, the proceeds of liquidation shall be distributed in the manner agreed upon in writing by the remaining ARI members. In the event that it is not possible to decide in such manner on the use of the proceeds of liquidation, the liquidator shall decide on distribution of the proceeds of liquidation in the manner presumed by the CC.

ARTICLE 12: Effect

These statutes replace the existing version of the statutes, effective as at 12 June 2020.