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Trnava District Office 16

ARTICLES

of interest association of legal entities

Klaster regionálneho rozvoja (Regional Development Cluster)

established under para. § 20f of Act No. 40/1964 of the Civil Code as
amended

Preamble

Klaster regionálneho rozvoja - Regional Development Cluster (hereinafter also referred to as "KRR" or "Association") is a voluntary interest association of legal entities based on the principle of private - public partnership. It brings together entities that are interested in regional development. In the territorial delimitation, it focuses primarily on the support and development of the region of western Slovakia (hereinafter also referred to as "**Region**"). It actively involves in its activities legal entities from adjacent areas of the "Region", especially from other parts of Slovakia and adjacent cross-border areas of the Czech Republic, Hungary and Austria, if they show interest.

Article 1

Basic provisions

1.1 The name of the Association is: **Klaster regionálneho rozvoja - Regional Development Cluster**

The abbreviated name of the Association is: **KRR**

1.2 The Association is an interest association of legal entities established pursuant to Art. § 20f et seq. of Act no. 40/1964 of the Civil Code. The Association is a legal entity that is liable with its assets for failure to fulfill its obligations.

1.3 The registered address of the Association is: **Mikovíniho 217/4, 917 01 Trnava.**

Article 2

Characteristics, mission, priorities and subject of KRR activities

2.1 The Association is an interest oriented, voluntary, independent, non-political and non-profit legal entity with legal personality associating legal entities whose interest is the all-round development and support of the Region. The Association acts independently of government bodies, self-government bodies of municipalities, cities and higher territorial units, employers, trade unions, political parties and movements and other entities.

2.2 **The mission** KRR is to support the all-round development of the Region, especially but not exclusively with a focus on the following priority areas:

- 1) **Technical areas** - in particular digitization, informatization, IT solutions, creative industries, technologies, smart solutions and related research and development,
- 2) **Tourism and tourism industry** - in particular cycling, the use of water potential, cultural and sacral tourism, accommodation and gastronomy, experiential tourism, regional producers and regional products,
- 3) **Environment** - in particular green technologies, energy saving, alternative energy sources, electromobility, environmental protection and environmental creation, greenery planting, beekeeping, waste separation and waste recycling,
- 4) **Social areas** - in particular culture, sport, social and health issues.

2.3 **Subject of activity:** In order to achieve its mission specified above, KRR will:

- 1) actively represent the interests of KRR and its members;
- 2) actively represent the interests of the Region in several areas of interest (hereinafter also referred to as "**Aol**");
- 3) support the development of infrastructure and the improvement of the quality of the business environment, including the creation of conditions for business in the Region;
- 4) Implement marketing and PR activities supporting the activities of KRR and the development of tourism industry in the Region;
- 5) Provide advisory assistance to entrepreneurs in the Aol, other entrepreneurs and those interested in doing business in the Aol;
- 6) Organize courses, seminars and trainings focused on new know-how for the development of Aol;
- 7) Organize excursions, participation in exhibitions, fairs and other events of a promotional nature;
- 8) Cooperate with other associations, institutions and business entities operating in the Aol;
- 9) Implement activities related to education of the local population in relation to Aol;
- 10) Cooperate in the creation of local and regional regulations in Aol;
- 11) Cooperate in the creation of local and regional development plans and strategies in the field of tourism industry;
- 12) Implement other tasks that fulfill the mission of the KRR;
- 13) Ensure the implementation of support programs for members, with a focus on adult education in obtaining and drawing external financial resources;
- 14) Identify and analyze barriers to the development of Aol in the Region;
- 15) Prepare proposals for the removal of barriers to the development of Aol in the Region;
- 16) Coordinate the cooperation of its members with state government and institutions;
- 17) Provide advice and implementation of support programs for the development of Aol in the Region and at the same time to cooperate with regional organizations or other entities (legal entities);
- 18) Ensure the development of cooperation in obtaining external resources, in particular in the form of information, publicity, education and building relationships with third parties;
- 19) Provide advice and assistance in solving problems of stagnating of Aol;

- 20) Fulfill tasks connected with the support of the development of Aol in the Region and the efficient use of public resources;
- 21) Search for and secure new investment opportunities in the Region;
- 22) Organize cooperation with foreign partner organizations and support funds;
- 23) Popularize the use of external subsidies in the environment of Aol;
- 24) Create conditions for securing and implementing development projects for members of the Association;
- 25) Provide advice, information and marketing, especially for members of the Association;
- 26) Promote cooperation with territorial and regional tourism organizations;
- 27) Ensure the transfer of experience, innovations and know-how in Aol from other regions;
- 28) Coordinate development plans in Aol and investments in attractions;
- 29) Provide expert analyzes and studies, monitor statistics and evaluate trends;
- 30) Developed joint marketing of Aol and a joint offer of Aol products at the level of the Region;
- 31) Assist the Region in drawing domestic and foreign grants, as well as in streamlining the use of the Region's own resources;
- 32) Assist in the elaboration of long-term development plans according to the valid spatial planning documentation;
- 33) Provide marketing activities for the presentation of the Region;
- 34) Create Regional information systems and databases;
- 35) Initiate and manage strategic development plans in the Region;
- 36) Promote effective cooperation in economic, cultural and social development between self-government, state administration, entrepreneurs and the third sector;
- 37) Promote cooperation between the public and private spheres;
- 38) Promote the Region and its potential both within the Region and at the supranational and international level, to support imports and exports;
- 39) Support the inflow of investments into the Region;
- 40) Provide educational, advisory, information, publication and promotional activities for the benefit of the development of the Region;
- 41) Ensure the preparation and implementation of projects, including public procurement projects;

42) Ensure the conclusion of cooperation agreements with various state institutions, associations of citizens, legal entities, chambers of commerce, business entities and other domestic and foreign natural persons in order to achieve mutual benefit;

43) Publish and prepare various promotional and educational materials, periodicals and publications, regional newspapers and magazines;

44) create a synergy effect in the development of the region through the effective networking of members.

2.4 **Cross-sectional activities:** KRR also provides cross-sectional support of the all-round development of the Region in the above-mentioned areas of interest, in particular on the basis of cross-sectional activities:

- 1) Education and upbringing, training, scientific and research activities;
- 2) Search and creation, presentation and promotion of smart solutions, innovations and examples of good practice;
- 3) Design and creation of project plans, either individually or in partnership;
- 4) Support activities - mediation or direct implementation of counselling in all areas of interest (AoI), if the capacity of KRR itself or in cooperation with KRR members and partners allows it (especially but not limited to, support for the projects management aimed at the development of the Region, legal consultations, support and provision of public procurement processes, etc.);
- 5) Analysis of specific problems and issues within the areas of interest and proposal for solutions to specific problems based on the requirements of KRR members or partners or own initiative;
- 6) Creating cooperation platforms based on benefits for KRR members and partners (so-called "Platform of Benefits"), in all areas of interest.
- 7) Creation of own products and services.

Article 3

Membership in KRR

3.1 The members of the Association can have the following status:

a) **Permanent (Regular) Member:**

status of Permanent Members of the KRR have legal entities that have registered in accordance with point 3.4 of the Articles of Association, have expressed their will to become a Permanent (Regular) Members of the KRR, have fulfilled the conditions for membership in the KRR defined in these Articles of Association, if their membership in the KRR is approved according to point 3.3 of the Articles of Association. The Permanent Members are members of the General Meeting, have the right to vote at the General Meeting and have the right to submit opinions, proposals and comments, which the Board of Directors discusses. Each Permanent Member shall have two votes at the general meeting.

- b) **Associate Member** - associate status member of the KRR have legal entities that have registered in accordance with point 3.4 of the Articles of Association, have expressed their willingness to become an Associate Member of the KRR, have fulfilled the conditions for membership in the KRR defined in these Articles of Association, if their membership in the KRR is approved according to point 3.3 of these Articles of Association. Associate Members are members of the General Meeting with a voting right, may submit opinions, proposals and comments to be discussed by the Board of Directors. Each Associate Member has one vote and the General Meeting.
- c) **Sympathetic Member** - the status of a Sympathetic Member of KRR have legal entities that favor activities and mission of KRR, filled in the application and it was decided to admit them as a Sympathetic Member in accordance with the Articles. Sympathetic Members have the right to submit opinions, proposals and comments as regards the activities of the KRR to be discussed by the Board of Directors.
- d) **Strategic Member** - the status of a Strategic Member is the status assigned by the decision of the Board of Directors for legal entities that are Permanent (Regular) or Associate Members of the KRR and who participate most in the activities of the KRR, and/or are active participants in at least one project or thematic block implemented with the active participation of KRR, which the Board of Directors has decided to be of strategic importance for KRR, as its scope, focus or significance considerably helps KRR activities and mission and is designed to bring and/or could bring benefit to a wider membership base. The status of a Strategic Member can also be obtained by the legal entity whose operation in the region unquestionably significantly or considerably helps the overall development of the Region, and such involvement of the legal entity in the structures of the KRR gives prestige to the KRR and its activities. In this case, such a legal entity may have the status of a Permanent (Regular) Member or an Associate Member as well as a sympathetic member. The Board of Directors may, on a proposal from the Executive Director, decide at any time to withdraw the status of a Strategic Member of a particular legal entity. This fact shall be notified to such a member.
- 3.2 In addition to the appointed members of the Association, there are also other entities in the Association that have the status of **Partners**; these are cooperating entities (non-members) who do not have the obligations of a member of the Association, i.e. they cooperate with the KRR on an informal principle and their activities represent an added value for KRR consisting mainly in the results of their activities depending on their areas of operation. Their relationship to KRR will be regulated for each individual case in a separate Memorandum of Partnership between KRR and the Partner. The Executive Director shall inform the Board of Directors of the signing of the Memorandum with the new Partner at its next meeting at the latest.
- 3.3 The Executive Director of KRR decides on the admission of an applicant for membership as a member of KRR on the basis of a written application for a member of KRR. The Executive Director shall inform the Board of Directors of this fact at its next meeting. The Board of Directors has a power of veto over the Executive Director's decision to admit a new member, which it may exercise at a meeting of the Board where the Executive Director informed it of the admission of new members by his decision, otherwise this veto expires. The Board of Directors must substantiate the right of veto. In such a case, the Board of Directors shall rule on the basis of decision and the admitted member shall be notified; in such a case, the membership expires on the date of the respective decision of the Board of Directors. In the event of payment of a membership fee by a member to whose participation the Board of Directors has exercised a veto, the member shall have the right to return its membership fee in full.

3.4 In addition to the identification data, the applicant's written application also contains a declaration that they fully agree with and accept the Article of Association and other binding standards of KRR, and undertake to fulfill the obligations arising from membership in KRR. When completing the application, the applicant shall state which type of membership they are interested in – the status of a Permanent (Regular) Member, Associate Member or sympathetic member. In subsequent years, the status of a member is governed by the payment of the relevant membership fee for the given calendar year. Unless decided otherwise the deadline for payment of the membership fee and for the change of the status is 30 June of the respective calendar year. Member status may change during the year.

3.5 Membership is established on the day of registration in the list of KRR members maintained by KRR after fulfilling all conditions for admission of an applicant for membership as a KRR member and after payment of membership fee. There is no legal title to membership in the Association.

3.6 Membership in KRR expires by:

- a) Voluntary withdrawal of a member from KRR – such withdrawal is possible only at a time when it is not to the detriment of other KRR members;
- b) Exclusion from KRR for gross or repeated breach of any of the obligations arising from membership in KRR, based on the decision of the Board of Directors;
- c) Termination of the legal entity – member of KRR.

3.7 A voluntary withdrawal from the KRR is considered to be a unilateral expression of the will to terminate the membership in the KRR. This expression of will must be in writing, must be dated, approved by the competent authority of the legal entity – member of KRR, duly signed and must be demonstrably delivered to the address of KRR. The membership in KRR is suspended at the moment of delivery of the expression of will of the member to KRR and terminates by a decision of the Board of Directors. If, on the basis of a decision of the Board of Directors, it is stated that the voluntary withdrawal from the KRR is not possible, as this would be to the detriment of other KRR members, the KRR member's request for voluntary withdrawal shall be deemed not approved and the membership of the respective member shall terminate three months from the date of its non-approval by the Board of Directors. A member with suspended membership in the KRR does not have the right to vote.

3.8 The Board of Directors decides on the expulsion of a member from the KRR. A serious breach of the obligations arising from membership is considered to be, in particular, a serious breach of the obligations arising from the Articles of Association, the internal regulations of the KRR and the decisions of the bodies of the KRR; the Board of Directors is entitled to determine the nature of the breach of the obligations arising from membership subject to its fair discretion.

3.9 After the termination of membership in the Association, the member is not entitled to a refund of contributions provided for the activities of KRR, even in proportion. This does not apply in the event of termination of membership under point 3.3 of this article of the Articles of Association (exercise of the right of veto by the Board of Directors).

Article 4

Rights and obligations of KRR members

4.1 The rights and obligations of a member of the KRR are exercised by a member of the KRR through a statutory representative (statutory representatives, unless the statutory body or a member of the statutory body is authorized to act independently) or through a body commissioned or authorized by them.

4.2 The rights and obligations of a member of the KRR are determined by its current statute (second membership in the sense of point 3.1 of the Articles of Association). Unless the point 3.1. of the Articles of Association or other provisions of these Articles do not stipulate otherwise, the rights of each member of the KRR are as follows:

- a) Participate in the meetings of the bodies of the KRR under the conditions specified by these Articles of Association;
- b) Be invited to the meetings of the bodies of the KRR if, according to the fair discretion of the KRR body in question, they directly concern its rights, interests and obligations;
- c) Be free to comment on the issues under discussion, request explanations and submit proposals, suggestions for comments and complaints about the activities of the KRR bodies and request their assessment and solution;
- d) Request support for their rights and legitimate interests within the possibilities of the KRR;
- e) Participate in events and activities organized by KRR;
- f) Be informed about all basic issues of the activity of KRR and its bodies;
- g) Request support and advisory services from the Association in all matters that fall within the mission of the KRR, under the conditions specified in these Articles of Association and in the internal normative and decision-making activities of the relevant bodies of the KRR.

4.3 Obligations of a KRR member:

- a) Comply with the Articles of Association, internal regulations approved by the bodies of the KRR and the decisions of the bodies of the KRR;
- b) Protect the goodwill and interests of KRR;
- c) Refrain from actions that could harm the interests of KRR and its members,
- d) Make every effort to achieve the objectives of the KRR;
- e) Participate according to their possibilities in the promotion of KRR and its activities, in particular by promoting its membership in KRR in a suitable form, e.g. placing the KRR logo on its website and its own promotional materials;
- f) Provide the required textual and pictorial information, especially for the creation of KRR's own information system and the fulfillment of KRR tasks;
- g) Support the activities of the KRR and its activities beyond the scope of its own territorial competence and actively participate in their provision;
- h) Pay the membership fees as specified in these Articles of Association. With the consent of the Executive Director membership fees can also be paid in individual installments. The subsequent change in the amount of membership fees is within the competence of the Board of Directors without the need to change these Articles of Association.

- 4.4 Members are obliged to pay membership fees annually in the amount specified in point 4.5 of these Articles of Association, or by a decision of the Board of Directors.
- 4.5. The amount of the minimum annual membership fee of a KRR member is determined by the Board of Directors. The amount of the minimum annual membership fee of a KRR member as of the date of adoption of these Articles of Association is as follows:
- a) for a Permanent Member (regular): 500. - EUR
 - b) for an Associate Member: 100. - EUR
 - c) for a Sympathetic Member: no membership fee.

The Board of Directors may decide to change the membership fee. The Board of Directors will announce this fact to the members of KRR. It is not necessary to amend the Articles of Association to change the decision and the amount of the minimum annual membership fee of the members of the Association.

- 4.6 Each member of the Association may participate in the activities of the Association not only with the above-mentioned fixed membership fee, but also with other membership fees as part of a voluntary contribution in order to stabilize the KRR and strengthen its interests. An increase in membership fees (beyond the mandatory annual membership fee) may be earmarked on the basis of an agreement with KRR, in accordance with the interests of KRR, and such an agreement must not be to the detriment of other members of the Association. Sympathetic Member may also provide such contribution.
- 4.7 In justified cases, at the request of a member, the Executive Director may decide to reduce the minimum annual contribution in accordance with point 4.5 of this article of the Articles of Association by a maximum of 50% of the minimum annual membership fee; for the avoidance of any doubt, for this purpose it is necessary to submit a separate duly substantiated application each year (the period for which the annual membership fee of the member of the Association is paid) and to decide on it again. For the avoidance of eventual doubts, if the Executive Director decides on such a reduction, the status of the member is derived from the reduced amount (not the reduced amount) of the minimum membership fee.
- 4.8 Members are obliged to pay the membership fees determined in accordance with paragraph 4.5 of the Articles of Association no later than by 30 March, in justified cases by 30 June of the relevant calendar year, unless otherwise stated. KRR shall invite members to pay the membership fee no later than by the end of March of the relevant year. In justified cases, the member may request payment by 30 June. Unless otherwise stated, new members have this obligation within 15 days from the date of the decision on their admission as a member by the Executive Director. In such a case the membership fee relates to the relevant calendar year and is paid in full (not a proportional part). Each member has the option to decide that, in the respective year, they are interested in a different membership status than in the previous year. In such a case, their status in the relevant calendar year will be governed by

the amount of the membership fee currently paid in the relevant year. In the event that the membership fee is not paid properly and on time, i.e. no later than by 30 June of the relevant year, the respective legal entity automatically acquires the status of a Sympathetic Member of KRR. By paying the membership fee, it is automatically reclassified into the category of a Permanent (regulat) or Associate Member according to the amount of the membership fee paid. For the avoidance of doubt, the minimum membership fees are paid in full for each, even started calendar year of membership in the KRR and after payment they are in no case refunded even in proportion. For the avoidance of any doubt, after payment of the membership fee, a member may not decide in the calendar year in question to change its status to a different status with a lower or no minimum membership fee.

- 4.9 The provision of point 4.8 of the Articles of Association shall apply mutatis mutandis to all members of the KRR who have not paid their membership fees by 31 March 2018 (Associate Member who did not pay membership fee and stayed member of KRR by the date of adoption of this wording of the Articles of Association, shall have a Sympathetic Member status). If the Associate Member has paid the membership fee by 31 March 2018, it has the status according to the amount of the paid membership fee (point 4.5 of the Articles of Association), except for the exception specified in point 4.7, last sentence of the Articles of Association.
- 4.10 Transitional provisions to amendments to the Articles of Association approved on 07 May 2021: After the entry into force of the amendments to the Articles of Association approved on 07 May 2021, the members of the KRR will acquire the rights and obligations corresponding to their status (type of membership in the KRR) according to the amended wording of the Articles of Association.

Article 5

KRR bodies

5.1 The bodies of the Association are:

- a) General Meeting
- b) Board of Directors
- c) Executive Director
- d) Board of Supervisors
- e) Team of Advisors

5.2 All collective bodies of KRR are obliged to keep minutes of their meetings and keep documentation related to their activities.

5.3 Unless expressly stated otherwise in these Articles of Association by explicitly excluding the effects of the provisions of this paragraph 5.3 of the Articles of Association, the Chairman of any KRR body may decide that the meeting of the body in question takes place instead of in person by using technical means of video and audio transmission. This is without prejudice to the public or non-public nature of the meeting of the relevant body. If the meeting of the body in question is carried out using the technical means for the audio and video transmission according to the previous sentence, the provisions of these Articles of Association relating to individual bodies of the KRR shall apply accordingly; the details may be adjusted by the Board of Directors of the KRR.

Article 6

General Meeting

- 6.1 The General Meeting of the KRR consists of all Permanent (Regular) Members of the KRR and of all Associated Members of the KRR; they shall have the right to vote provided that their membership has not been suspended. Unless otherwise provided in these Articles of Association, each Permanent (Regular) Member shall have two votes and each Associate Member shall have one vote. Chairman of the General Meeting (hereinafter "**GM**") is the Executive Director and the Vice-Chairman of the General Meeting is the Chairman of the Board of Directors. Each Permanent (Regular) Member is represented by the statutory body or a person authorized by it on the basis of a written power of attorney.
- 6.2 The General Meeting is convened by the Chairperson of the GM as necessary, at least once a year, by electronic invitation or written invitation sent by registered mail to the registered office of each member of the Association, preferably at least 14 days before the day the Meeting is to take place. The invitation must contain the place, time and the agenda of the General Meeting.
- 6.3 The decision of the General Meeting is adopted if it is voted for by an absolute majority of the present votes, unless these Articles of Association provide otherwise.
- 6.4 Unless stated otherwise below, the General Meeting has a quorum if at least one third of the Permanent (Regular) Members with the right to vote are present. For the avoidance of doubt the associate members shall not be taken into account for the purpose of quorum of the General Meeting. In the case of a General Meeting using technical means for the audio and video transmission, the General Meeting has a quorum with any number of members present/on-line.
- 6.5 An Extraordinary General Meeting is convened by the Chairman of the General Meeting whenever requested so by at least one third of Permanent (Regular) Members with the right to vote. In this case, the General Meeting will be held within 15 working days from the delivery of the request to convene the General Meeting. The invitation to an Extraordinary General Meeting must be delivered to the address of the registered office of each Permanent (Regular) Member of the KRR at least 5 working days before the day of the General Meeting.
- 6.6 General Meeting:
- a) Discusses and approves reports on the activities of the KRR and reports on the management of the KRR;
 - b) Approves the rules of procedure of the GM;
 - c) Decides on the submission of a proposal for termination of the KRR to the Board of Directors;
 - d) Appoints and dismisses members of the Board of Supervisors;
 - e) Appoints and dismisses members of the Board of Directors in accordance with Article 7 para. 1 letter b) of the Articles of Association;
 - f) Decides on the dismissal of a member of the Board of Directors, exclusively on the proposal of the Executive Director;
 - g) Decides on the amount of remuneration of members of the Board of Supervisors;
 - h) Decides on the amount of remuneration of members of the Board of Directors.

- 6.7 The GM is closed to the public. The GM deliberates according to the agenda approved at the beginning of the meeting.

Article 7

Board of Directors

- 7.1 The Board of Directors of the Association (hereinafter referred to as "**BoD**" or "**Board of Directors**") is the executive body of the Association. The BoD has a minimum of 3 and a maximum of 7 members. The right to nominate a member of the Board of Directors has any of the Permanent (Regular) Members of KRR or the Executive Director. A member of the Board of Directors may only be a representative of a Permanent (Regular) Member of the KRR, who has duly and timely paid membership fee. Otherwise, such representative shall lose the status of a member of the Board of Directors. The following shall decide on admission as a new member of the Board of Directors:

- a) The existing Board of Directors unanimously, or
- b) Unless the Board of Directors fails to decide by a qualified majority on the proposal for admission of a new member in the BoD within 6 months from the delivery of the relevant application to the Chairperson of the BoD or the Vice-Chairperson of the BoD (if they are not appointed yet then to some of the members of the BoD), the relevant decision shall be made by the qualified majority of the General Meeting subject to point 7.2 of these Articles, under the right of absolute veto of the Executive Director in both cases (points (a) and (b)).

The dismissal of a member of the BoD is decided exclusively on the proposal of the Executive Director by the General Meeting by a 3/5 majority of the Permanent (Regular) Members present at the General Meeting.

- 7.2 The Executive Director is entitled, but not obliged, to propose candidates to supplement the BoD, unless the number of members of the BoD falls below 3. In the event that the number of members of the BoD falls below 3, the Executive Director is obliged to convene the GM and propose that the GM supplements the BoD up to at least 3 members by a qualified majority vote, which is 3/5 of the Permanent Members present at the GM. In such a case, any of the present Permanent (Regular) Members of the GM with the right to vote has the right to nominate a member of the BoD.

- 7.3 Each member of the BoD has one vote. The term of office of the members of the BoD is unlimited if other conditions for participation in the membership in the BoD are also met.

- 7.4 The BoD is convened by the Chairperson of the BoD at least twice a year, on the basis of one of the following:

- a) by a written invitation sent by registered mail to the address of the registered office of each member of BoD at least 10 days before the day it is held, or
- b) by a written invitation delivered in person at least 10 days before the day it is held.

The invitation must contain the time, place and agenda of the meeting of the BoD. A change of the agenda of a meeting of the BoD is possible only with the consent of the Chairperson of the BoD.

The Chairperson of the BoD and also the Vice-Chairperson of the BoD are elected for an indefinite period by the BoD from among its members, and also dismissed from the position in the BoD.

7.5 The BoD has a quorum if an absolute majority of its members is present at its meeting. The approval of an absolute majority of the present members of the BoD is required for the adoption of a decision by the BoD, unless otherwise stated in the Articles of Association. In the event of a tie, the Chairperson of the BoD, or in his absence, the chairperson of the meeting elected ad hoc at the respective meeting, have the decisive vote.

7.6 The Board of Directors:

- a) Discusses and approves amendments to the Articles of Association of the KRR;
- b) Appoints and dismisses the Executive Director of the KRR, both by $\frac{3}{4}$ of votes of all members of the BoD;
- c) Approves the remuneration of the Executive Director of KRR for the work performed;
- d) Elects and dismisses the Chairperson and also the Vice-Chairperson of the BoD from among its members;
- e) Approves the management principles, budget and annual financial statements of KRR;
- f) Has the right of veto in case of deciding on the admission of new members of KRR;
- g) Decides on the participation of KRR in business companies (entry, incorporation);
- h) Approves the most important actions concerning the property of KRR;
- i) Approves and assigns the status of Strategic Membership;
- j) Decides on the expulsion of a member of the KRR or on its voluntary resignation on the basis of an application;
- k) Determines the amount of the financial contribution, any other contribution and the amount of the membership fee;
- l) Appoints a liquidator;
- m) Performs other competencies specified in these Articles of Association.

7.7 Per rollam meetings of the Board of Directors.

Urgent matters and proposals, for the discussion of which it is not possible or expedient to convene the BoD, shall be circulated to its members for consideration and decision per rollam on the motion of the Chairperson of the BoD. The deadline for such an evaluation shall be determined by the Chairperson of the BoD. Written documents for per rollam negotiations are made in 1 copy. The handouts may also be distributed electronically. In a written statement on the motion sent per rollam, the members of the BoD shall announce whether they agree or disagree with the respective motion. If they disagree, they shall give a brief substantiation of their opinion. The motion is voted on in accordance with point 7.5 of these Articles of Association. Minutes shall be taken of the per rollam deliberations.

7.8 The proceedings of the BoD are not public.

Article 8

Executive Director

8.1 The statutory body of KRR is the Executive Director of KRR, who acts for and on behalf of KRR in all matters and represents KRR externally. The competence and authority of the Executive Director includes all matters which these Articles of Association do not explicitly entrust to the competence of another body of the KRR.

- 8.2 The Executive Director shall be appointed and dismissed by the Bord of Directors. The position of the Executive Director of the Association is not limited in time. The Board of Directors shall be entitled to dismiss the Executive Director at any time, provided that it also appoints a new Executive Director in its stead.
- 8.3 The Executive Director is obliged to participate in the meetings of the Bord of Directors and is entitled to present proposals, comments, opinions, and/or objections.
- 8.4 The supporting and executive body of the Executive Director is the Secretariat of the Executive Director, which, among other things, ensures the administrative side of the Executive Director's activities, including the registration and maintenance of the list of KRR members.
- 8.5 The Executive Director shall have in particular the following powers:
- a. At the initiative of any of the KRR members, creation of independent KRR Interest Groups (Article 10 of the Articles of Association);
 - b. Appointments/dismissals of Guarantors as the heads of Interest Groups (Article 10 of the Articles of Association);
 - c. Implementation of other tasks related to the leadership and management of the Interest Groups, including the final decision-making powers for and on behalf of the Interest Groups and for and on behalf of the Team of Advisers;
 - d. Decisions on the admission of a candidate for membership in the KRR;
 - e. Decision on the possibility of paying annual membership fees in instalments, or decision on the reduction of the minimum annual contribution;
 - f. Chairing the General Meeting;
 - g. The right of veto in case of appointment of members of the Board of Directors by the General Meeting and the Board of Directors in accordance with point 7.1 of the Articles of Association;
 - h. Decision on the organizational structure of the KRR;
 - i. Decision on all issues which are not expressly determined by another KRR body in accordance with the Articles of Association
- 8.6 The legal relationship between KRR and the Executive Director is governed by a special agreement. The documents are signed for and on behalf of KRR by the Executive Director, who is a statutory body.

Article 9

Board of Supervisors

- 9.1 Board of Supervisors (hereinafter also referred to as "**BoS**") is the control body of KRR.

- 9.2 The BoS has 3 members. They are elected by the General Meeting for a maximum period of 5 years by a simple majority of the present members of the KRR authorized to vote at the respective General Meeting. The members of the BoS elect a chairman from among themselves. The BoS meets as needed, at least once a year. Its proceedings are convened and chaired by the chairperson.
- 9.3 Each member of the BoS has one vote. The BoS has a quorum if at least two its members are present. A minimum of two votes is required for a decision to be taken by BoS.
- 9.4 The scope of activities of the BoS includes in particular:
- a) Control in accordance with binding legal regulations the management and efficient use of KRR funds while respecting the principles of economy;
 - b)
 - c) Submit reports and recommendations of the BoD;
 - d) Control the observance of the Articles of Association, the fulfillment of the decisions of the GM and of the BoD;
 - e) Comment on the draft budget and propose measures to remedy the shortcomings identified;
 - f) Examine the financial statements and submit their opinions to the GM and the BoD.
- 9.5 The members of the BoS have the right to request information and explanations from the Executive Director of KRR on all matters of KRR and to inspect all accounting and bookkeeping as well as other documents and documentation of KRR.
- 9.6 BoS is responsible for its activities to GM.

Article 10

Team of Advisors

- 10.1 At the initiative of the active members or other cooperating persons, the Cluster is entitled, through the decisions of the Executive Director, to establish separate purpose-oriented interest groups (hereinafter also referred to as "**Interest group**"), headed by specialized guarantors (hereinafter also referred to as "**Guarantors**"). The interest group usually focuses its activities on a specific area of KRR activities. The Heads may also form a Team of Advisors (hereinafter also referred to as "**Team of Advisors**"). The Guarantors of the Interest Groups will be appointed/removed by the Executive Director.

The Team of Advisors represents an advisory, supporting and initiative body of individual Interest Groups, which:

- a) performs tasks focused on the development of all Interest Groups,
- b) prepares and submits recommendations, expert materials, opinions for the Executive Director and the Board of Directors,
- c) proposes solutions to issues related to the development and advancement of Interest Groups.

- 10.2 The number of Interest Groups as well as the number of Heads in the Team of Advisors is unlimited and the members may be reappointed by the Executive Director.
- 10.3 The Team of Advisors shall meet as necessary and shall appoint the Chair of the Team of Advisors from among its members. The more detailed organizational structure of the Team of Advisors will be determined by the Executive Director.
- 10.4 At its meetings, the Team of Advisors shall adopt proposals which are of a recommendatory and advisory nature and which must first be approved by the Executive Director for the purpose of their implementation; no Interest Group has legal personality.
- 10.5 Neither the Interest Group nor the Team of Advisors have the right to dispose of the property of the Association, to act for and on behalf of the Association externally in relation to third parties, or to make independent decisions.
- 10.6 Further internal organization of the Interest Groups and of the Team of Advisors will be determined by special internal regulations.

Article 11

Regulation of property relations and management of KRR

- 11.1 KRR is an independent non-profit economic entity. It is managed according to the budget approved by the BoD.
- 11.2 KRR manages its own and entrusted property, namely movable and immovable property.
- 11.3 Prescribed records are kept of all KRR assets. The Executive Director is authorized to set up separate accounting centers in accordance with the applicable and effective legislation.
- 11.4 The activities of KRR are supported by financial means in a particular from:
- a) Individual approved project budgets, which KRR manages as a contractor or subcontractor, or participates in them as a partner;
 - b) Donations from natural and legal persons, subsidies, contributions and grants;
 - c) Income from shares in business companies;
 - d) Slovak and foreign funds;
 - e) Membership fees and deposits;
 - f) Other sources (e.g. a source pursuant to § 50 of Act No. 595/2003 of the Legal Code on Income Tax, as amended).
- 11.5 Revenues from the property and from KRR's own activities may only be used to cover KRR's own costs of these activities and to support KRR's objectives.
- 11.6 The actual costs of KRR's activities include, in particular, operating costs, expenses for staff salaries and remuneration of members of KRR bodies and contractual advisers.

11.7 In the interest of creating its own resources, KRR may, in accordance with the law, also carry out business activities related to ensuring the objectives and mission of KRR, in accordance with generally binding regulations and these Articles of Association. Any positive economic result from business activity must be used in its entirety to ensure the activities of KRR and support the objectives of KRR. The provisions of the Commercial Code on the dissolution of commercial companies shall apply mutatis mutandis to the dissolution of KRR and its dissolution with or without liquidation. The Board of Directors shall appoint the liquidator.

Article 12

General provisions

The members of the KRR bodies are obliged to perform their activities with the necessary care so that the interests of the KRR are not harmed.

Article 13

Revocation and termination of KRR

13.1 The KRR may be revoked in the following ways:

- a) Voluntary dissolution;
- b) Valid decision of a government body of the Slovak Republic;
- c) Merger with another legal entity;
- d) Otherwise, if provided so by law.

13.2 The Board of Directors decides on the dissolution of the KRR on the proposal of the GM. KRR expires with deletion from the register of associations.

13.3 Upon the termination of the KRR by merging with another association, a proper inventory shall be made and the property of the Association, including all receivables and payables, shall be handed over to the successor association on the basis of the handover and takeover protocol.

13.4 Upon termination of KRR by voluntary dissolution, the assets do not pass to the legal successor. The liquidation balance shall be divided, after payment of all obligations, between the Permanent (Regular) Members according to their share in the membership contributions and the property share in the KRR.

Article 14

Final provisions

14.1 KRR acquires legal capacity by registration in the Register of Associations.

14.2 KRR is established for an indefinite period.

14.3 Amendments to the Articles of Association are in the exclusive competence of the BoD.

14.4 By adopting and approving these ARTICLES OF ASSOCIATION of 7 May 2021, the existing Articles of Association of the Cluster of Regional Development of 15 August 2018 are fully replaced.

Done in Trnava, on 7 May 2021

Members of the Board of Directors:

Štefan Murárik, Chairman, m.p. (Illegible signature)

Jozef Palla, member, m.p. (Illegible signature)

Miroslav Solčány, member, m.p. (Illegible signature)

Marko Semeš, member, m.p. (Illegible signature)

TRNAVA DISTRICT OFFICE
New wording of the Articles of Association was acknowledged on <i>18 October 2021</i>
File No.: <i>OU-TT-OVVS-/2021/029060</i>

(Illegible signature)

Mgr. Ivona Reinhardtová
Head of the Department
of General Internal Administration

Prekladateľská doložka - Translator's Clause:

Preklad som vypracoval ako prekladateľ zapísaný v zozname znalcov, tlmočníkov a prekladateľov, ktorý vedie Ministerstvo spravodlivosti Slovenskej republiky v odbore jazyka slovenského, anglického a nemeckého, evidenčné číslo prekladateľa 970535. Preklad súhlasí s prekladanou listinou. Ako prekladateľ som si vedomý následkov vedome nepravdivého prekladu.

I have translated the attached document as a translator for the English, German and Slovak languages whose name is kept on the list of translators of the Ministry of Justice of the Slovak Republic under No. 970535. This is the true translation of the attached document. I am aware of the consequences of willfully incorrect translation.

Preklad je v denníku zapísaný pod číslom / This translation is registered under No. 209/2021

Ing. Štefan Vrátny, BSc, MA
úradný prekladateľ - Licensed Translator

