

**Association of Languages Schools of the Czech Republic**  
**(Asociace jazykových škol, z. s.)**  
**(Articles)**

**§1 Title, Registered Office and Legal Form of the Association**

1. The name of the association in Czech is: Asociace jazykových škol, z. s. The name of the association in English is: Association of Language Schools of the Czech Republic (hereinafter referred to as the Association).
2. The Association's registered office is: Meteor Business Centre C, Thámova 681/32, Prague 8, 186 00.
3. The Association is an autonomous legal person. It is an independent, non-political association of natural and legal persons, established in accordance with Act No. 89/2012 Coll., the Civil Code.

**§ 2 Function, Purpose and Field of Interest of the Association**

1. The function of the Association is to foster quality language education in the Czech Republic.
2. The purpose of the existence of the Association is to develop mutual collaboration between members of the Association, representation and protection of the interests of the Association, consultancy and support of members and collaboration with organisations active in the area of foreign languages or in the area of adult and youth education.
3. The Association's main scope of activities includes:
  - a. activities directed at fostering quality language education, organisation of seminars and conferences, participation at trade fairs and conferences
  - b. promotion of language education in printed and electronic media
  - c. consultation on professional and legal matters for Association members
  - d. international collaboration in the field of language education, collaboration with the EAQUALS organisation, support of adoption and use of international experiences in the Czech environment
  - e. organising regular of the Association members' meetings and meetings of the Association's bodies
  - f. activities directed towards creation of fair conditions in the language education market
  - g. dealings with the state administration and local government authorities of Czech Republic
  - h. role of arbitrator in disputes between Association members
4. The Association's subsidiary activities involve mainly:
  - a. supporting the main activities of the Association
  - b. advice on methodological aspects of language tuition
  - c. organising conferences and seminars

**§ 3 Commencement, Termination of and Requirements for Association Membership**

1. Types of membership
  - a) Full membership – any legal or natural person involved in language education may become a full member if he/she/it satisfies the conditions for membership, has paid the membership fee and has

been approved as a member by ballot of the members of the Association at a Members' Meeting or in accordance with § 5, par. 2 i). The minimum requirements for membership are:

- the entity has been involved in tuition for at least 3 years
  - over the course of the past 3 years has executed at least 3000 lessons per year. The term lesson means a tuition unit lasting at least 45 minutes
  - the entity undertakes to comply with the Association's Ethical Code and Quality Code
  - the entity has satisfied all of the other entry requirements specified on the Association website
- b) Full certified membership – any legal or natural person that satisfies the requirements for membership specified in item a) and also meets the conditions according to the Quality Language Education Certification requirements specified on the Association website may become a full certified member.
- c) Candidate membership – any legal or natural person that satisfies the requirements for full membership, but has not yet undergone the admission procedure, or whose membership has not yet been approved by the Members' Meeting, or has not yet paid the membership fee.
- d) Partner membership – any entity interested in collaboration with members, has been approved by voting of the Board and has paid the partnership fee.
- e) When the term member or member-entity, this term covers both full and full certified members.
2. Commencement of Membership and membership fees
- a) Membership commences by payment of the membership fee and approval by members of the Association according to § 3, par. 1 a) having been submitted for selection by the Association Board.
- b) The membership fee or a proportional part thereof must be paid within 20 days of approval by the Members' Meeting.
- c) The size of the membership fee is set by the Members' Meeting.
- d) Satisfaction of the entry requirements is verified by inspection at the registered office/place of business of the applicant for membership. The inspection is conducted by members of the Board and a written record of the inspection is drawn up declaring that the Board recommends, or does not recommend the Members' Meeting to accept the applicant as a member.
3. Further requirements for membership
- a) Related entities
- Legal or natural persons who offer language services under one marketing brand name or a trade mark are considered to be related entities.
  - Within the Association act as one member and therefore have one vote and one status of full or full certified member. During an inspection of compliance with membership requirements, the Association is entitled to examine all connected related entities at once.
- b) Membership transfers to members' legal successors. If a member-entity breaks up, membership shall transfer only to one legal successor. If a merger or fusion of a member-entity and a non-member-entity or the acquisition of one such entity by another takes place, membership shall transfer to the successor entity. In the event of any of the changes mentioned in this item, verification of continued compliance with the requirements of membership of the Association and, in the event of a change concerning a certified member, verification of satisfaction of the requirements for certified membership must be conducted within 3 months of effect of such change occurring.
- c) If a member-entity has several branches, examination of membership requirements or certification requirements shall be conducted at the headquarters or main branch. In such case, an examination

of the processes ensuring application of the same rules and processes at all branches shall be component to the entry inspection or audit.

- d) The latest membership requirements are on permanent display on the Association website.
4. Breach of the obligations of a member
- a) Any member of the Association may lodge a complaint concerning serious or less serious breach of the Articles or membership requirements. Such complaint must be submitted before the Board, which decides whether or not to examine the complaint.
- b) If the Board decides to examine the complaint, it is obliged to verify in the manners stipulated in these Articles whether the suspicion of breach of membership requirements is justified.
- c) These methods are: audit of membership fee payments, audit of satisfaction of membership requirements, audit of accordance of the member's actions with the Ethical Code and the Quality Code, audit of accordance of the member's actions with the Articles of the Association.
- d) If, after examination of the complaint, the Board resolves that the complaint is justified, it shall present its resolution to the Members' Meeting which decides whether it is a case of gross or less serious breach of the Articles, membership requirements, the Ethical Code or of the Quality Code. The Members' Meeting may also make a decision, which is final, that no breach of the Articles or of membership requirements has occurred.
5. Suspension of membership
- a) In the event of less serious breach of the Articles or breach of the Association's Ethical Code, membership of the Association may be suspended. A motion to suspend membership is made by the Board and the Members' Meeting then votes on the motion by mail within 30 days of the motion being made.
- b) A member whose membership is suspended is entitled to attend Members' Meetings without voting rights, it is not entitled to nominate a representative to the Association and is not entitled to make suggestions concerning the activities of the Association. Members with suspended membership are excused of paying the membership fee for the duration of their suspension.
- c) After 6 months of suspension of membership, such member or the Board may request the Members' Meeting to vote on revoking such suspension of membership.
6. Termination of membership
- a) Membership terminates whereby a member leaves the Association, by automatic termination or by termination of membership by expulsion.
- b) A member shall inform the Board of its intention to leave the Association by registered letter sent to the registered office of the Association.
- c) Automatic termination of membership occurs in the event that the member fails to satisfy his/her/its obligation as a member to pay the membership fee, if he/she/it fails to do so even within 60 days of delivery of a demand for payment of the fee, or if he/she/it does not agree with the Board on a rescheduling of payments.
- d) The Members' Meeting decides on the expulsion of a member from the Association, but only for one or more of the following reasons:
- gross breach the Association's Articles, membership requirements, or the Association Quality Code or Ethical Code,
  - failure to satisfy membership requirements,
  - damaging the interests of the Association.
- e) A motion to expel is made by the Board or by at least one quarter of the members of the Association. An absolute majority of the Members' Meeting decides on expulsion.

- f) The member whose expulsion is proposed may be given a deadline of 60 days at the very longest for elimination of deficiencies and the reasons for his/her/its expulsion.
- g) The decision to expel shall be sent to the entity at the address specified in the Commercial Register or in the Trades Licensing Register.
- h) A member whose expulsion has been decided upon is entitled to request the Inspection Committee to review such decision within 15 days of taking receipt of the decision. In the event that the Inspection Committee finds that doubts exist concerning the expulsion, it shall return the decision to the Members' Meeting to be voted on again.

#### **§ 4 Members' Rights and Obligations**

1. All full members of the Association have the right to an Association membership certificate and to use such certificate in the course of its activities.
2. Each member, except for candidate members, has the right to:
  - a) participate in the Members' Meeting, be elected to Association's governing bodies, to propose and elect candidates to the Association's governing bodies, and to vote at the Association Members' Meeting.
  - b) audit Association activities and financial management, be kept informed of Association activities, demand information and opinions and to approach the Association's governing bodies with suggestions for improvement.
  - c) participate in meetings of the Association governing bodies, unless such meetings concern him/her personally or the entity specifically.
  - d) share in and use the results of the work of the Association, its services and materials.
  - e) Participate in meetings and events organised by the Association.
3. Each certified member further has the right to:
  - a) use the status of a certified member as confirmed by endorsement on the membership certificate.
  - b) Participate in meetings of certified Association members' working groups.
4. A candidate member has the right to participate in Members' Meetings without voting rights.
5. A Partner of the Association has the right to participate in Members' Meetings without voting rights and to promote its services to members of the Association, on prior arrangement with the Board.
6. The obligations of members of the Association are:
  - a) to observe the Association's Articles, Ethical Code, Quality Code and resolutions of the Association's governing bodies.
  - b) to pay the membership fee duly and in good time.
  - c) to provide the association with information essential for its operations, performing its function, purpose and main activities.
  - d) to perform its obligations stemming from membership of the Association.
  - e) to perform his/her/its duties in the Association's governing bodies conscientiously.
7. Candidate members are obligated to enable the Association to collect all information necessary for deciding on accepting him/her/it.

#### **§ 5 Organizational Structure and Organisation**

1. Members Meeting
  - a) The Members' Meeting is the highest body of the Association
  - b) The Members' Meeting is formed by all of the Association members

- c) The Members' Meeting is called by the Board as often as necessary, but at least once a year. Board shall always call a Members' Meeting when requested to do so by at least quarter of Association members.
- d) A Members' Meeting must be called in written form or electronically no later than 21 days in advance.
- e) The agenda of the Members' Meeting is proposed by Board; a member may provide an item for the agenda no later than 14 days in advance; the program is sent to all members, no later than 10 days in advance.
- f) The Members' Meeting primarily:
  - decides on changes in Association rules;
  - agrees on Association tasks, the Association's operations report, the budget and annual balance;
  - stipulate members' dues;
  - elect a Chairperson, Vice-Chairpersons and members of the Inspection Committee for a two-year term;
  - Decide acceptance or non-acceptance of new members;
  - Decide withdrawal from membership;
  - Decide dissolution of Association;
- g) The Members' Meeting forms a quorum when an absolute majority of members is present.
- h) When an absolute majority of members does not attend, an extraordinary members' meeting may be called where an absolute majority is not required. This members' meeting may not take place sooner than 14 days from the date of the ordinary meeting.
- i) Every member has one vote. The votes of all Association members are equal.
- j) At the Members' Meeting, a representative can vote on behalf of a member on the basis of written proxy or a member can be represented by another member. In such a case the deputised member must notify Board who is entitled to vote on his/her behalf
- k) The Members' Meeting decides on the basis of voting. A decision is accepted when voted for by a bare majority of members present.
- l) Voting is public, unless at least one quarter of the members requests a secret ballot; election of the Chairperson, Vice-chairpersons and members of the Inspection Committee are always by secret ballot.
- m) The Members' Meeting decides on changes to the Association Articles, the dissolution of Association and fusion of the Association by absolute majority.
- n) The Members' Meeting is conducted by the Chairperson or a Vice-Chairperson delegated by a Chairperson.
- o) Minutes shall be taken of the proceedings of the Members' Meeting, which are approved by the Chairperson. The minutes are subsequently sent (in written form or electronically) to the addresses of all the members recorded in the membership application form.

## 2. The Board

- a) The Board is the statutory organ of the Association and is answerable for its actions to the Members' Meeting. The Board consists of a Chairperson and Vice-Chairpersons.
- b) The Board shall act with due care and attention in its management of the Association.
- c) Members of the Board are obliged to consider all entrusted information they come across during discharge of their office private and confidential and are obliged to secure it in an

appropriate manner, not to pass it on or divulge it to unauthorised persons. This article applies, for example, to the confidential business information of Association Members.

- d) The Board manages activities of Association in the period between Members' Meetings.
- e) The Board has 5 members. Only natural persons from the ranks of Association members may become a member of the Board. Members of the Board may be elected repeatedly. Each member may have no more than one delegate in the Board.
- f) The Chairperson, or Vice-Chairperson delegated by the Chairperson, has signatory rights on behalf of the Association.
- g) Membership in the Board terminates:
  - at the end of the term of office,
  - upon the death of a Board member,
  - by termination of membership of the member's on whose behalf a person was nominated to the Board,
  - by resignation of office by written announcement to the Board,
  - due to dismissal by the Members' Meeting.
- h) The Board above all:
  - coordinates the activities of the Association and decides operational matters and matters which are not commended to Members Meeting under these Articles,
  - calls the members' meeting, processes the records for decisions of the Members' Meeting and implements its decisions
  - represents Association to the public,
  - inspects the acts of suppliers,
  - submits the Association draft budget, manages the Association's operations and every year compiles an Association operations report.
- i) The Board may organise voting by mail, if a decision needs to be made before the Members' Meeting convenes, while in the latter case the attending members are considered to constitute all members of Association present, according § 5, par. 1 k). A decision concerning dissolution of the Association and fusion of the Association cannot be made using by-mail voting.
- j) The Board is called by the Chairperson, when absent by the Vice-Chairperson, as often as necessary, but no less than twice a year in writing (even electronically) to the members' addresses of the specified in the membership application.
- k) Board meetings are public and any member of Association may attend.
- l) The Board forms a quorum when an absolute majority of its members is present.
- m) A decision of Board is made when a bare majority of present members votes in favour. In the event of an inconclusive result, the Chairperson's holds the casting vote.
- n) Being a member of the Board does not give members right to any form of reward.

### 3. Inspection Committee

- a) The Inspection Committee is the inspection body of Association, elected by the Members' Meeting. It is made up of natural persons proposed by the members of Association. Inspection Committee has 3 members.
- b) The Inspection Committee decides by absolute majority of the members votes.
- c) The Inspection Committee performs inspection of accounting documents and accountancy from a factual and formal viewpoint.

- d) The Inspection Committee is the appellate body when deciding on expulsion of a member.
- e) The Members of the Inspection Committee are elected by the Members' Meeting for a term of two years. Members of the Inspection Committee may be elected repeatedly.
- f) The Inspection Committee is obliged to inform the Association's Board forthwith about any deficiencies identified. If the Board fails arrange for rectification the situation, the Inspection Committee shall be obliged to alert the Members' Meeting. In such case the Inspection Committee has the right to call a Members' Meeting.
- g) A Member of Association Board may not become member of the Inspection Committee.
- h) The Inspection Committee once a year inspects the accuracy of the annual financial statement and informs the Board and the Members Meeting of the results of the inspection.
- i) Members of the Inspection Committee are obliged to consider all entrusted information they come across during discharge of their office private and confidential and are obliged to secure it in an appropriate manner, not to pass it on or provide it to unauthorised person. This article applies for example to confidential business information of Association members.

#### **§ 6 Membership Fees**

1. Members Meeting decides on the size of the membership fee; every member of the same type pays the same amount.
2. Membership fees are used for financing the activities of the Association.

#### **§ 7 Association Operations**

1. The Association operates with moveable property.
2. The financial resources of the Association come mainly from membership fees, members' donations from members or other entities, fees from partners and income from subsidiary activities.
3. The Board is responsible for operations and submits an operations report to the Members' Meeting, together with the annual financial statement.
4. Operations are implemented according to the annual budget approved by the Members' Meeting.
5. Association expenditure must be in accordance with the function and purpose of the Association.
6. The activities of members of the Association are voluntary and members are not entitled to remuneration for them.

#### **§ 8 Dissolution of the Association**

1. The Association is dissolved by final decision of the court or dissolved by liquidation according to Act No. 89/2012 Coll., the Civil Code.
2. In the event of dissolution of the Association, the Members' Meeting shall decide on division of assets.

#### **§ 9 Final Provisions**

1. The Articles may be amended or expanded only by written addendum approved by an absolute majority of members.
2. Legal relationships not addressed by these Articles are governed by the relevant provisions of Act No. 89/2012 Coll., the Civil Code.
3. The Articles were approved at the founding meeting on 23 January 2015. They gain effect on the date of registration in the Associations Register kept at the Municipal Court of Prague.

Text approved by voting of AJS members in Hradec Králové on 10 October 2015.

Compiled by: Jana Jarabková

Adapted according to the voting of the AJS Members' Meeting in Jihlava on 14 October 2016.

Adapted by: Markéta Rýcová

Responsible for accuracy: Vítězslav Bican