

International Machine Design Association z. s.

Bylaws of the Association

Article I: Name and Seat

The International Machine Design Association z. s. (hereinafter referred to as the "Association") has its registered seat in Prague at Nademlejská 600/1, 198 00 Prague 9.

Article II: Purpose of the Association

The purpose of the Association is to create a foundation for the association, cooperation, or exchange of knowledge in the field of machine parts and mechanisms and related fields.

The Association builds on a more than sixty-three-year tradition established in 1960 of mutual cooperation between departments of machine parts and mechanisms in the Czech Republic, Slovakia, and neighbouring countries.

Article III: Main Activities of the Association

The activities of the Association aim to fulfil the purpose described in Article II as a common interest of its members. This purpose is primarily achieved through:

- a) Research and education in the field of machine parts, mechanisms, and related fields.
- b) Practical cooperation with other entities at the national and international levels.
- c) Organizing seminars, lectures, and conferences.
- d) Publishing and distributing publications, brochures, leaflets, and other materials.
- e) Consulting and advisory services.

Article IV: Membership in the Association

1. Any individual over 18 years of age or legal entity can become a member of the Association. Membership in the Association is established based on the approval of an electronic application by the Executive Board, which decides on its acceptance at its next meeting. The individuals present at the founding meeting of the Association automatically become the first members.
2. A member of the Association has the right to:
 - a) Participate in the meetings of the General Assembly and contribute to decision-making by voting.
 - b) Elect the Executive Board.
 - c) Submit proposals, suggestions, and comments to the bodies of the Association.
 - d) Participate in the practical activities of the Association.
3. A member of the Association is obliged to:
 - a) Comply with the bylaws and implement the resolutions of the Association's bodies.
 - b) Actively defend the interests of the Association, adhere to internal agreements, and refrain from any actions that conflict with the interests of the Association.
 - c) Actively and regularly participate in the meetings of the Association's bodies and contribute to improving their work.

4. Membership in the Association is terminated by:
 - a) Deliver written notice of resignation to the Chairperson.
 - b) The death of the member.
 - c) Dissolution of the Association.
 - d) Expulsion by the General Assembly if the member fails to attend three meetings without excuse or repeatedly violates these bylaws despite a written warning or for other reasons stipulated by law.
5. The list of members is public and accessible on the Association's website. The Chairperson updates the register in the event of the establishment or termination of membership or any significant changes.
6. Any settlement with a member whose membership has been terminated will be completed within three months of the confirmed termination of membership.

Article V: Bodies of the Association

The organisational structure of the Association consists of the following bodies:

- General Assembly
- Executive Board
- Chairperson

Article VI: General Assembly

1. The General Assembly, composed of all members, is the highest body of the Association. The General Assembly decides on all significant matters concerning the Association, especially:
 - a) Approving the bylaws of the Association and any amendments.
 - b) Electing and dismissing members of the Executive Board.
 - c) Approving the Association's annual report for the previous year.
 - d) Determining and approving the strategic plan and goals for the upcoming period.
 - e) Deciding on the expulsion of members.
 - f) Deciding on the Association's participation in legal entities.
 - g) Deciding on the Association's membership in international organisations, coalitions, and campaigns.
 - h) Deciding on the operation of the Association's office.
 - i) Deciding on the dissolution of the Association.
2. The General Assembly also decides on all matters not assigned to other bodies of the Association.
3. Meetings of the General Assembly are convened by the Chairperson as needed but at least once a year. The Chairperson is obliged to convene the General Assembly within one month if at least one-third of the Association's members request it in writing. The Chairperson informs the members by email about the meeting at least twenty days in advance, including a draft agenda. At least seven days before the meeting, the Chairperson sends the members the materials to be approved.

4. The General Assembly can amend any decision made by the Chairperson at its next meeting.
5. The General Assembly is quorate if one-third of the members are present. Decisions are made by a simple majority unless otherwise stated in these bylaws. Each member has one vote; votes are equal.
6. Matters not included in the meeting agenda can only be decided with the consent of two-thirds of the members present.
7. Minutes of the General Assembly's decisions are recorded by a designated member and signed by two members present.

Article VII: Executive Board

1. The Executive Board is the second-highest body and directs the activities of the Association in accordance with the bylaws and directives of the General Assembly throughout its term.
2. The Executive Board is the statutory body and must have an odd number of members, with at least three members. Members of the Executive Board are elected from among the Association's members for a three-year term. The Chairperson acts on behalf of the Association.
3. The Executive Board is responsible for proper financial management, adherence to budget rules, approving budget changes, proper asset management, and fulfilling the mission of the Association. The Committee leads and manages the Association between General Assembly meetings, ensures compliance with bylaws, and oversees its development. The Committee must act with the due care of a prudent manager.
4. The Executive Board meets at least twice a year, convened by the Chairperson. It is quorate only with the participation of all members. All members' votes are equal. Guests may be invited as needed.
5. The exclusive competencies of the Executive Board include:
 - a) Convening the General Assembly.
 - b) Reviewing and approving the budget and the annual financial report.
 - c) Consider proposals for the sale and purchase of real estate and other investments and submit them to the General Assembly.
 - d) Overseeing proper asset management and financial activities.
 - e) Hiring and dismissing employees.
 - f) Admitting and expelling members.
 - g) Deciding on employment matters for staff and volunteers.
 - h) Approving the Association's internal organisational regulations.

Article VIII: Chairperson

1. The Chairperson is the highest executive representative of the Association, authorised to act on its behalf in all matters, particularly in issues related to the operation of the Association, including asset management (excluding real estate), hiring employees, and

making employment-related decisions. The Chairperson may delegate these responsibilities to a member or employee of the Association.

2. The Chairperson is elected by the Executive Board from its members for a three-year term and assumes office the day following the election.
3. The Chairperson is obliged to:
 - a) Convene the General Assembly in accordance with Article VI, paragraph 2.
 - b) Properly maintain the agenda of the General Assembly and the register of members.
 - c) Archive all minutes from General Assembly meetings.
 - d) Present the strategic plan to the General Assembly for approval every three years, ensuring it is discussed three months before the previous plan expires.

Article IX: Asset Disposal upon Dissolution of the Association

In the event of the Association's dissolution, the remaining assets are transferred, free of charge, to another non-profit legal entity whose goals align with those of the Association.

Translated by International Machine Design Association, z.s.

This translation is for illustrative purposes only and is not legally binding. The official version is only in the Czech language.