



**Czech Dutch**  
CHAMBER OF COMMERCE

# STATUTES

Approved by the Board of Directors on 2 June 2014

Version 1

The Czech Dutch Chamber of Commerce (CDCC) is registered  
under the name Stichting CDCC with the Chamber  
of Commerce under No. 60777826

## ARTICLE 1

### NAME AND OBJECTS

- 1.1. The name of the organization shall be “Stichting CDCC (the foundation CDCC – Czech Dutch Chamber of Commerce)”. The Chamber shall be located at The Hague, the Netherlands.
- 1.2. The vision of the Czech Dutch Chamber of Commerce (CDCC) is to become a key partner for Czech and Dutch companies and entrepreneurs helping them develop their business in the Netherlands and the Czech Republic.  
The Chamber’s areas of focus are:
  - NETWORK: the Chamber intends to be an exclusive network forum for senior executives and all its members with top quality events;
  - SERVICE: the Chamber intends to provide its members services helping them to develop their business in the Netherlands and the Czech Republic;
  - CULTURE: the Chamber intends to deliver a unique network based on the combination of the Czech and Dutch cultures and promote these cultures in the respective countries.

## ARTICLE 2

### MEMBERSHIP

- 2.1. The membership of the Chamber shall consist of companies, entrepreneurs, non-profit organizations and individuals primarily from the Czech Republic, the Netherlands but also from other countries involved or intended to be involved in business and trade between the Czech Republic and the Netherlands. There will be four types of Membership:
  - a) Corporate membership
  - b) Contribution membership
  - c) Individual membership
  - d) General membership
- 2.2. Corporate Members, Contributing Members, Individual Members and General Members will be represented in person by individuals appointed by these Members as described in Article 3.
- 2.3. Distinguished individuals can be granted an Honorary Membership as described in Article 4.
- 2.4. In these articles the term “Membership” shall mean either Corporate Membership, Contributing Membership, Individual Membership or General Membership. Companies which have been granted any type of Membership, shall in these articles also be referred to as “Member Company”.

- 2.5. Any firm, corporation resident or individual in the Netherlands, the Czech Republic or another country in good standing and interested in the objectives of the Chamber shall be eligible for Membership.
- 2.6. Corporate Membership is the regular type of Membership.
- 2.7. Contributing Memberships are intended for start-ups, non-profit organizations and small firms of less than ten employees interested in participating in the activities of the Chamber.
- 2.8. Individual Memberships are intended for individuals and self-employed contractors.
- 2.9. General Memberships are intended for firms and corporations that desire to make an extra contribution to the cost of operating the Chamber and are eligible to receive additional benefits.
- 2.10. Companies interested in a Membership of the Chamber must file a written application for a specific type of Membership with the office of the Chamber. The Board of Directors may decide not to accept such application for any reason deemed appropriate by the Board. The Board has no obligation to explain its decision. The granting of any type of Membership, upon payment of the proper dues, shall constitute Membership, and Members shall be subject to all statutes, rules and regulations of the Chamber.

### **ARTICLE 3**

#### **MEMBERS**

- 3.1. Each Member Company shall appoint one executive of the organization to be their main representative in the Chamber. This will usually be the principal executive of the organization.
- 3.2. Depending on a type of Membership as described in Article 2, a company may be eligible to additional one to five Members which are intended for partners, executives, officers and other individuals employed by Member Companies. Firms and corporations are encouraged to leverage the possibility of additional Members for other individuals within their organizations who thereby can attend all functions of the Chambers, benefit from the services provided by the Chamber and receive copies of all publications.
- 3.3. Member Companies are entitled to change their representation in the Chamber at any time by appointing new Members.

## **ARTICLE 4**

### **HONORARY MEMBERS**

- 4.1. Upon nomination by the Board of Directors, chairmen or presidents of Chambers of Commerce, members of Boards of Trade and/or similar organizations, members of the Czech Republic Foreign Service and other persons of distinction may be elected Honorary Members, upon acceptance, shall be Honorary Members for the duration of the Chamber or for the full time they are in function, as appropriate.
- 4.2. Honorary Members shall enjoy all the rights and privileges of Members. They shall be exempt from all dues.

## **ARTICLE 5**

### **DUES**

- 5.1. Upon election to Membership, each Member of the Chamber shall pay the appropriate dues per membership year. The membership year means a 12 calendar month period, starting always on the 1<sup>st</sup> day of the month for elected period of a Membership. The appropriate dues for each year of membership shall be paid within 21 days from the issued date of invoice. For the next membership year an automatic invoice will be issued and sent to a Member (a month before ending the current elected period of Membership).
- 5.2. The amount of dues payable per year for each Membership shall be determined annually by the Board of Directors prior to the fifteenth day of October of any year. The dues so established shall apply to the next elected period of Membership.
- 5.3. The Board may, in its discretion, forgive the dues of any Member or extend the time of payment thereof.
- 5.4. If the dues of any member are not fully paid on or before the thirty first day of the last month of the Membership elected period for which they are due, the name of such defaulting member, unless otherwise ordered by the Board, shall be stricken from the rolls, without prejudice to the Chamber's right to collect dues and fees then owed by such defaulting member.

## **ARTICLE 6**

### **END OF MEMBERSHIP**

- 6.1. The Membership of a Member ends:
  - a) if notice of termination is given by the Member in accordance with the provisions of Article 7;
  - b) if notice of termination is given by the Chamber in accordance with the provisions of Article 8.

## ARTICLE 7

### TERMINATION OF THE MEMBERSHIP BY THE MEMBER

- 7.1. A Member may at any time give notice of termination of Membership. In such case, the Membership shall be terminated with effect from the start of the following elected year of Membership. Notice of termination must be given in writing and at least two months prior to the end of the Membership period.
- 7.2. If the Membership of a Member is terminated by a Member, the annual dues connected to this Membership remain due insofar as they have not been paid or forgiven for the current year of Membership. Moreover, such Member shall be obliged to pay the dues for the next elected year of Membership if such termination notice has not been received by the Board of Director.
- 7.3. The Board of Directors shall send the Member, who has given notice of termination of Membership as referred to in paragraph 1, a written confirmation of the termination of the Membership when all outstanding dues have been paid.

## ARTICLE 8

### TERMINATION OF THE MEMBERSHIP BY THE CHAMBER

- 8.1. The Board of Directors may, on behalf of the Chamber, terminate the Membership of a Member if:
  - a) the relevant Member is in state of bankruptcy, of suspension of payment, of debt rescheduling or has become subject to any similar proceedings in any jurisdiction;
  - b) the relevant Member no longer fulfills its contribution obligation(s) as stipulated in Article 5.4. above;
  - c) the relevant Member does not comply with its other obligations towards the Chamber;
  - d) the Chamber cannot be reasonably required to allow the Membership of a Member to continue because the conduct of such Member shall, in the opinion of the Board of directors, be injurious to the interests of prejudicial to the dignity of the Chamber.
- 8.2. In the events as referred to in paragraph 1, sub-paragraphs a, b and c of this article, the Board of Directors shall notify such Member of its decision to terminate in writing. The Board of Directors may reasonably determine such effective date of termination at its own discretion, thereby respecting the legal notification term of one month.
- 8.3. A Member to whom notice of termination of Membership is given in the cases referred to in paragraph 1 sub-paragraphs a, b and c of this article, is suspended by the Board of Directors with effect from the day he received the written notification of the termination of the Membership.
- 8.4. In the event as referred to in paragraph 1, sub-paragraph d of this article, the Board of Directors may, having first notified said Member in writing of the reasons thereof and given him an opportunity to defend himself. If such resignation is not presented within fifteen days, the said Member shall be given at least two weeks notice to

appear before the Board of Directors. After a hearing of such accused Member, the Board of Directors may terminate the Membership of such Member. The non-appearance of the accused Member shall be taken as default.

- 8.5. If the Membership of a Member is terminated by the Chamber, the annual dues connected to this Membership remain due insofar as they have not been paid or forgiven or the current year of Membership.

## **ARTICLE 9**

### **MANAGEMENT**

- 9.1. The management of the Chamber shall be vested in the Board of Directors, consisting of the Chairman of the Chamber, the Secretary of the Chamber and the Treasurer of the Chamber.
- 9.2. The Board shall consist of a minimum of two and a maximum of ten directors.
- 9.3. At least one member of the Board shall be a citizen of the Czech Republic.
- 9.4. The term of office of Directors is for indefinite period of time.
- 9.5. If the Chairman decides, for private, business or other reasons, to leave the Chamber, a new Chairman will be appointed by the remaining members of the Board of Directors.
- 9.6. A new member of the Board of Directors can be added to the management of the Chamber. All the existing Directors must approve the addition of a new Director and agree on the position of this person.

## **ARTICLE 10**

### **DUTIES OF CHAIRMAN, SECRETARY AND TREASURER**

- 10.1. The duties of the Chairman, Secretary and Treasurer shall be such as their titles, by general usage, would indicate as such as required by law, and such as may be assigned to them by the Board of Directors from time to time.
- 10.2. The Chairman of the Board and Secretary are legally entitled to represent the Chamber.

## **ARTICLE 11**

### **MEETINGS OF THE BOARD OF DIRECTORS**

- 11.1. The Board of Directors shall normally hold meetings at least one in each quarter. The majority of the Board needs to be present at these meetings.

## **ARTICLE 12**

### **BUDGETS AND FINANCIAL YEAR**

12.1. A budget of estimate expenditures will be prepared at the office of the Chamber and will be submitted to the Board of Directors. The budget shall be the appropriation measure of the Chamber. Expenditures shall never exceed funds on hand nor shall commitments exceed the current year's estimated income without approval of the Board of Directors.

12.2. The Chamber's financial year runs concurrently with the calendar year.

## **ARTICLE 13**

### **AMENDMENTS**

13.1. Any change or amendment to these Statutes shall be approved by the majority of the Board of Directors, including both the Chairman and the Secretary.

## **ARTICLE 14**

### **DISSOLUTION**

14.1. The Chamber may be dissolved by the Board at a meeting specially called for the purpose.

14.2. Unless the meeting should decide to elect other liquidators, the Board of Directors shall act as such.

14.3. The assets of the Chamber shall be used for payments of its debts and any remaining balance shall be divided proportionally to the annual dues applicable to their membership classifications among the Member Companies and Individuals on record with the Board of Directors.

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