

# **Articles of Association of the Slovak Acoustical Society**

## **Art. 1**

### **Status, Registered Office and Scope of Society**

1. The Slovak Acoustical Society (hereinafter referred to as the “Society”) is a voluntary non-profit association of natural and legal persons active in the fields of acoustics and vibrations, regardless their citizenship, nationality, race or creed.
2. Society is an independent legal entity having its registered office at Radlinského 11, 811 07 Bratislava – Staré Mesto and its scope within the territory of the Slovak Republic. A change of the registered office is decided upon by the General Meeting.

## **Art. 2**

### **Society’s Mission and Main Tasks**

1. To spread knowledge acquired in the area of research, development and practice, and to acquire scientific and professional workers for active cooperation with regard to the development and popularization of the fields of acoustics and vibrations in Slovakia.
2. To organize national and international conferences, seminars, scientific symposia, lectures, discussions and other professional events.
3. To cooperate with domestic and foreign subjects in the fields of acoustics and vibrations.
4. To help increase its members’ level of professional skills, specifically focusing on young workers, to publish professional literature and materials, to actively support education and professional competence in the fields of acoustics and vibrations.
5. To help its members with their scientific and professional work. To support and initiate scientific and research activities of Society members.
6. To carry out legislative, consulting, expert and normalization activities. To cooperate with bodies responsible for the said activities.

## **Art. 3**

### **Society Membership**

1. The Society membership is individual, collective and honorary.
2. An individual Society member may be a natural person who meets the moral and professional preconditions for the establishment of membership, subject to a written application and recommendation of at least two individual Society members. The Board of Society decides by voting upon the admission of an individual Society member.
3. A legal person may become a collective Society member. The Board of Society decides by voting upon the admission of a collective Society member. A legal person is represented by a representative appointed by such legal person.
4. A distinguished domestic or foreign expert who has particularly contributed to the development in the fields of acoustics and vibrations may become an honorary Society member, subject to a motion of the Board of Society. An honorary Society membership is approved by the General Meeting. An honorary member is not obliged to pay membership fees.
5. A membership candidate becomes a Society member as of the date of the Board of Society’s decision on the membership and upon paying the membership fee.
6. Society members’ rights:
  - to propose candidates, to vote and be elected to the Society bodies,
  - to be informed about the activities of Society and all its events, to participate in such events,
  - to refer to the Society bodies with proposals and complaints and to request the standpoint from the said bodies,
  - a collective member does not have the right to be elected to the Society bodies.
7. Society members’ duties:
  - to comply with the Articles of Association of Society and to effect the decisions of its bodies,
  - to perform the posts to which Society members were appointed and to fulfil the tasks which they accepted,
  - not to deliberately threaten the Society’s interests and goodwill,
  - to inform the Society’s secretary of all changes in their basic personal details,
  - to pay annual membership fees not later than by 31 March of the respective calendar year.

8. The membership in Society shall cease to exist upon the death, resignation or expulsion of a member or upon the termination of an honorary membership, or in case of the termination of a legal person – collective member, or subject to failure to pay the membership fee within the period longer than 2 consecutive years despite a written reminder.
9. A Society member may be expelled due to serious reasons if such member acts in conflict with the duties imposed on him by the Society's Articles of Association. The Board of Society decides upon the expulsion of an individual or a collective member by a two-thirds majority of all Board members. The General Meeting decides upon the termination of an honorary membership subject to a motion of the Board of Society and its justification.

#### **Art. 4**

##### **Society Bodies**

1. The Society bodies for all its areas of activity are:
  - a) the General Meeting
  - b) the Board
  - c) the Auditing Committee
2. The positions in the elected Society bodies are honorary.
3. Should the number of the elected Society body members under Sect. 1 Subsect. b) and c) fall below two thirds, a General Meeting session at which by-elections are to be held must be called.

#### **Art. 5**

##### **General Meeting**

1. The General Meeting is the supreme body of Society. It consists of all Society members.
2. The General Meeting is called by the Board of Society at least once in two years. The Board shall be obliged to call an extraordinary General Meeting at all times subject to a petition of at least 30% of Society members. An extraordinary General Meeting shall convene not later than within two months after the delivery of the said petition to the Board of Society.
3. A Society member may authorize in writing another member of Society to represent him at a General Meeting session. In case of a Society member being represented by another Society member at the General Meeting subject to power of attorney, the authorized representative must submit written authorization (power of attorney) granted by a Society member, containing the scope of such power of attorney. The form of power of attorney may be amended by the Board of Society in an invitation to the General Meeting.
4. A represented Society member may be elected to the Society bodies provided that such represented member did not expressly exclude his election in the authorization in advance.
5. The General Meeting may adopt valid resolutions if an absolute majority of Society members is present, including the represented members, and an invitation was provably sent to each Society member at least 15 days before the session to his (e-mail) address. For a resolution to be valid, consent of an absolute majority of the Society members present, including the represented members, is necessary.
6. Where the General Meeting cannot adopt valid resolutions in accordance with Section 5, its session shall be suspended for 30 minutes. After the lapse of the said period, the General Meeting may adopt valid resolutions with the number of the members present, including the represented members. For a resolution to be valid, consent of an absolute majority of the Society members present, including the represented members, is necessary.
7. The General Meeting in particular:
  - a) elects for the period of four years and removes by secret ballot the Chairman, Vice-Chairmen, Secretary and other members of the Board of Society and the Auditing Committee members; the details are set forth in the Electoral Regulations,
  - b) approves the Society's Articles of Association and other internal regulations; the General Meeting decides upon the amendments to the Articles and upon the dissolution of Society by a two-thirds majority of the votes of the members present, including the represented members,
  - c) approves the amount of annual membership fees of Society's individual and collective members, and the amount of reduced membership fees for old age pensioners and students,
  - d) cancels or amends the decisions of the Board of Society,
  - e) approves the rules applicable to the handling of the Society's property,
  - f) approves the Society's plan of activities and budget,
  - g) negotiates the report on Society activities for the previous period,
  - h) negotiates the Society's profit/loss report for the previous period,
  - i) negotiates the Auditing Committee report.

## **Art. 6**

### **Board**

1. The Board is the supreme executive body of Society. It consists of the Chairman, two Vice-Chairmen, the secretary and heads of professional sections.
2. The Board convenes at least once per year. The Board sessions are called by the Society' Chairman or a Vice-Chairman.
3. During negotiations, in legal and other acts, Society is represented by its Chairman or Vice-Chairmen. When signing official documents on behalf of Society, Chairman or Vice-Chairmen shall attach the title of their position to their signature. In the economic-financial matters, signatures of two authorized Board members are required.
4. Unless stated otherwise, the Board voting is governed by the rule of an absolute majority of all Board members.

## **Art. 7**

### **Auditing Committee**

The Auditing Committee is the Society's supervisory body with regard to economic activity, compliance with the Articles and fulfilment of all resolutions and regulations of the General Meeting and the Board of Society. The Auditing Committee is responsible with regard to its activities to the General Meeting. The Auditing Committee consists of three Society members who are not members of other Society bodies.

## **Art. 8**

### **Professional Sections**

1. The professional sections approved at the Society's constitutive General Meeting session provide for professional activities in the individual branches of acoustics and vibrations.
2. Another professional sections are proposed by Society members on their own initiative and are approved by the Board of Society subject to a written application of at least 10 Society members.
3. A Society member shall inform the Board of Society of his interest in the membership in a professional section. A Society member may be a member of more professional sections at the same time.
4. The activity of professional sections is managed and organized by the heads of sections who, according to their professional specialization, provide for the members of Society being purposefully informed.
5. The head of a newly-established professional section pursuant to Section 2 becomes a Board member upon being elected at the next General Meeting. Until the said time, the activity of a professional section is managed by an "authorized head" who is appointed by the members of such new professional section from among their ranks. An authorized head may attend the Board of Society sessions, having an advisory vote.
6. The General Meeting decides upon the termination of a professional section subject to a motion of the Board of Society.

## **Art. 9**

### **Management of Society**

1. The funds used in order to fulfil the tasks of society are formed by membership fees of individual and collective members of Society, subsidies, donations and income from the Society's own activity.
2. Society manages its affairs subject to an approved Society's plan of activities and budget for the respective year. The plan of activities and budget are submitted by the Board of Society and are approved by the General Meeting. Society's financial turnovers occur on an account maintained in a financial institution.
3. The Board of Society is responsible for Society's assets and management.

## **Art. 10**

### **Final Provisions**

1. Should Society cease to exist, the assets remaining after the settlement of its obligations shall belong to Society members.
2. While carrying out its activities, Society may use the abbreviation SkAS.
3. These Articles of Association shall become effective on the date of its approval by the Society's General Meeting.