

**Articles of association of the interest association of legal entities**  
**“Slovenské združenie pre opätovné použitie a recykláciu odevov a textilu”**  
**(Slovakian Association for reuse and recycling of clothing and textile)**

**Article 1**  
**Name and seat of the association**

- 1.1. The name of the association is: **“Slovenské združenie pre opätovné použitie a recykláciu odevov a textilu”** (hereinafter referred to as “the association”). In English language the wording of the name shall be as follows: “Slovakian Association for reuse and recycling of clothing and textile”.
- 1.2. The seat of the association is: Mlynské Nivy 48, 821 09 Bratislava.

**Article 2**  
**Objectives and subject matter the association**

- 2.1. The aim of the association's activities is to protect the interests of members in performance of their economic activities in the field of trade of used clothing and textile materials, to coordinate mutual activities in this area, to cooperate with the members of the association in solving any related problems and to contribute to the fulfilment of this aim with its activities, especially activities in the sense of point 2.2. of these articles of association.
- 2.2. The subject of the association's activity is:
  - a) protection of common branch interests and rights of association members from state authorities and institutions, as well as from any other similar authorities or organizations in the country and abroad;
  - b) providing assistance to members of the association in clarifying any new legal requirements resulting from legislation and regulations related to the subject of business activity of members of the association;
  - c) protection of the interests of association members in connection with the development of trade in used clothing and textile materials and increasing public confidence in this area; support of its members and the entire industry in market economy conditions;
  - d) coordinating relations and balancing interests in the business chain with used clothing and textile materials between suppliers (importers), network of stores, e-shops and consumers;
  - e) establishing professional standards of ethics and increasing the safety of the branch among the members of the association;
  - f) increasing the economic efficiency of its members' activities;
  - g) compliance with professional ethics and establishing loyal business relationships under conditions of free and transparent competition;
  - h) cooperation with state administration bodies in the creation of rules and regulations regarding the trade in used clothing and textile materials, as well as in the supervision of their implementation;
  - i) guaranteeing consumer rights;
  - j) developing relations with international and other national organizations operating in the field of trade in used clothing and textile materials.

**Article 3**  
**Membership in the association**

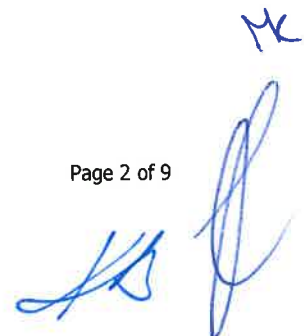
- 3.1. Members of the association are legal entities that agree with the objectives and activities of the association, follow these articles and regularly pay a membership fee. Membership in the association is voluntary.

Founding members of the association are the persons who were members of the association at the time of its establishment and concluded the agreement on its establishment (as listed in point 12.4. of these articles of association), and members to whom such status is granted by the decision of the general meeting. The general meeting can grant the status of a founding member only if at least two founding members agree; if the association does not have at least two founding members, the consent of a single founding member is sufficient, and if it does not have a single founding member, consent is not required. The general meeting can withdraw the status of founding members from founding members only if at least two other founding members agree; if the association does not have at least two founding members, the consent of a single founding member is sufficient, and if it does not have a single founding member, consent is not required.

- 3.2. The board of directors decides on the admission of a member of the association.
- 3.3. Membership is established on the day of approval of the written application by the chairperson of the board of directors, subject to the simultaneous fulfilment of the condition of paying the membership fee in the specified amount and agreeing to the association's articles of association in writing. The chairperson is obliged to respect the decision of the board of directors on application approval. After the application is approved, the member of the association is registered in the list of members of the association maintained by the board of directors.
- 3.4. Membership in the association expires:
- a) by withdrawal – membership ceases on the date of delivery of the member's written notice of withdrawal from the association to the association's board of directors;
  - b) by expelling a member from the association due to damage to the interests of the association, violation of the provisions of these articles of association or internal regulations, or based on other improper conduct, conduct that is in conflict with rule of law and democratic values, or intentional criminal offense, or in case the member of the association defaults payment of 2 consecutive instalments of the membership fee; exclusion is decided by the general meeting, the decision on exclusion as well as its reasons are communicated to the excluded member in writing; membership ceases on the day of delivery of the decision of the general meeting to the expelled member;
  - c) upon dissolution of a member as a legal entity without a legal successor;
  - d) dissolution of the association.
- 3.5. Written submissions defined in point 3.4. of these articles of association are considered delivered even if the addressee does not receive them, on the condition that they are addressed to the addressee's last known address, i. e. the member's address, which was the last one the member notified to the association, or the address of the association, which is entered in the register of civil associations. This applies even if the addressee did not learn about them or their delivery or did not learn about their storage at the post office. The shipment is considered delivered on the day of dispatch.

**Article 4**  
**Rights and obligations of the members of the Association**

- 4.1. In particular, a member of the association has the right to:



- a) to participate in the activities of the association and to use its facilities, or facilities that it leases, or has another right established to them,
- b) vote and be elected to the association's bodies – through representatives who are natural persons nominated by the member,
- c) be informed about the decisions of the association's bodies,
- d) make suggestions and submit proposals to the association's bodies,
- e) participate in the general meeting and vote at it,
- f) participate in meetings of association bodies, submit proposals regarding their tasks and organization,
- g) draw the association's authorities' attention to deficiencies and give suggestions for further activity,
- h) use normally provided priority services.

4.2. A member of the association is obliged in particular to:

- a) comply with the association's articles of association and actively participate in the fulfilment of the association's tasks,
- b) support the aim and development of the association, protect its good name and refrain from any action that could harm the interests and goals of the association,
- c) comply with the decisions of the association's bodies,
- d) participate in the activities of the bodies of the association and responsibly perform the assigned functions through member's representatives in accordance with the interests and goals of the association,
- e) comply with general principles of good manners, ethics, and honest business dealings,
- f) regularly pay the membership fee and other contributions approved by the board of directors of the association,
- g) to protect the property of the association and take care of its appreciation and expansion.

## **Article 5 Bodies of the Association**

5.1. The bodies of the association are:

- a) general meeting - the highest body of the association, formed by all members of the association,
- b) board of directors - executive body,
- c) chairperson of the board of directors - statutory body,
- d) supervisory board - control body.

5.2. The association creates its work commissions and work groups as needed. Establishment of work committees and work groups and specification of their goals is decided by the general meeting. Their composition and particular tasks are decided by the executive body of the association - the board of directors.


## **Article 6 General Meeting**

6.1. The General Meeting is the highest body of the association and consists of all members of the association.

6.2. General meeting in the form of resolutions:

- a) approves the articles of association, their amendments and additions,
  - b) elects and dismisses members of the board of directors,
  - c) elects and dismisses members of the supervisory board,
  - d) elects and dismisses the chairperson of the board of directors,
  - e) decides on the expulsion of a member of the association,
  - f) approves the business plan and annual report of the association,
  - g) approves the budget and report on the management of the association,
  - h) decides on the composition, goals and tasks of the association,
  - i) establishes work committees and work groups,
  - j) approves the report on the association's activities,
  - k) decides on the dissolution of the association and appoints the liquidator of the association,
  - l) decides on disposal of the liquidation balance,
  - m) decides on all other issues that the general meeting reserves for itself, while this also applies to cases when such competence belongs to another body under these articles, or if the issue at hand is not expressly regulated by these articles.
- 6.3. The general meeting is convened by the board of directors as needed, at least once a year. The board of director must convene a general meeting (within 30 days from delivery of a written request) if members, whose votes represent at least 10% of votes of all members, request it in writing. Should the general meeting not be convened as set out in the previous sentence, the members who requested the convention, or any of such members, may convene the general meeting. The general meeting is chaired by the chairperson of the board of directors. The minutes of the general meeting session will be drawn up by the secretary appointed by the chairperson of the board of directors, and their correctness will be confirmed by the signature of the chairperson of the board of directors and the appointed secretary.
- 6.4. Members of the association are invited to the general meeting by written invitation, dispatched at least 14 days before the date of the general meeting. The chairperson of the board of directors can also send the invitation to members electronically to the e-mail address provided by the member in the application form when registering for membership in the association, or to another e-mail address if the member notifies the association in writing. Members – legal entities are represented by their statutory body or by an appointed proxy; any power or authorisation must include officially authorised signature.
- 6.5. The general meeting has a quorum if majority of all members are present.
- 6.6. The general meeting decides by:
- a) a majority of the members present, unless stated otherwise below;
  - b) a two-thirds majority of the members present with the simultaneous consent of at least two founding members of the association on:
    - dissolution of the association and appointment of the liquidator,
    - amendments to the articles of association,
    - the expulsion of a founding member of the association;
  - c) a simple majority of the members present with the simultaneous consent of at least two founding members of the association on the election and dismissal of the members of the board of directors and the chairperson of the board.
- 6.7. Each member of the association has one vote when voting at the general meeting.

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**Article 7**  
**Board of directors**

- 7.1. The board of directors is the executive body of the association, which answers to the general meeting and can act only in accordance with the intentions of legally adopted decisions of the general meeting and these articles of association. The board of directors manages the activities of the association in the period between conventions of the general meeting.
- 7.2. The board of directors has at least 3 (three) members - natural persons, who are elected by the general meeting for a period of 4 (four) years. The number of the members of the board of directors is decided by the general meeting, the number must be an odd one. The members of the board of directors are elected from candidates proposed by the members of the association. Each elected member of the board of directors must be elected from another legal entity - a member of the association. Should the legal relationship between the member of the board of directors and the member of the association cease to exist (e. g. the member of the board ceases to be the statutory body of a member of the association), the function of the member of the board expires. Should the membership of the member of the association who is in a legal relationship with the member of the board of directors expire, the function of the member of the board in question expires too.
- 7.3. Board meetings are convened and chaired by the chairperson of the board as needed, at least once a quarter.
- 7.4. The chairperson of the board is elected by the general meeting. The vice-chairperson of the board of directors is elected by the members of the board of directors from among their members.
- 7.5. The board of directors has a quorum if more than half of its members are present.
- 7.6. The Board of Directors decides by a majority of the members present. In case of equality of votes, the chairperson of the board of directors has the casting vote.
- 7.7. The Board of Directors in particular:
- a) manages and safeguards the activities of the association,
  - b) calls and organizationally manages the general meeting,
  - c) prepares a plan of the association's activities, a report on the association's activities, a draft budget and a report on the management of the association,
  - d) issues internal regulations that must correspond with these articles,
  - e) submits proposals for amendments to these articles of association to the general meeting,
  - f) approves the admission of new members of the association,
  - g) decides on the dissolution of the association, if the general meeting of the association does not convene within three months from the moment its convention was duly called for to decide on the dissolution of the association,
  - h) if the board decides to dissolve the association according to letter g) of this article of these articles of association, the board appoints the liquidator of the association at the same time,
  - i) exercises decision-making authority by its resolutions,
  - j) decides on the amount and maturity date of the entrance membership fee and regular membership fee, or other extraordinary fees and contributions for the purposes of the association's activities, while any other extraordinary fees or contributions (apart from entrance membership fee and regular membership fee) are subject to general meeting approval.

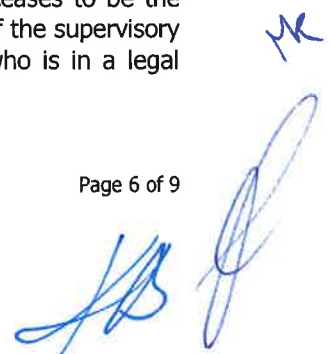


**Article 8**  
**Statutory body**

- 8.1. The statutory body of the association is the chairperson of the board, who represents the association externally and acts and signs on its behalf. In the absence of the chairperson of the board of directors, the vice-chairperson represents the chairperson, if authorized by the chairperson in writing, with an officially authorised signature.
- 8.2. The chairperson convenes and conducts meetings of the board of directors.
- 8.3. The chairperson of the board of directors is elected by the general meeting for a period of 4 (four) years. The same person can be elected as the chairperson of the board of directors several times in a row.
- 8.4. Chairperson of the Board:
- a) manages the financial resources of the association within the set budget and in accordance with the decisions of the board of directors,
  - b) manages the normal activities of the association and keeps records of the members of the association,
  - c) decides on the purposeful spending of approved funds for the association's activities within the budget, plans, programs and decisions of the general meeting and the board of directors up to the amount determined by the board of directors,
  - d) organizes and supervises all activities, property and financial operations of the association, including accounting,
  - e) prepares materials for the board of directors' meetings, the general meeting, as well as the association's monthly and annual plans,
  - f) ensures the preparation of the association's annual draft budget and submits it for discussion to the board of directors,
  - g) informs the board of directors about all circumstances that are of fundamental importance for the activity of the association,
  - h) executes the decisions of the general meeting and the board of directors,
  - i) performs other activities in accordance with the association's articles of association,
  - j) represents the association externally in dealings with any third parties, state authorities, courts and other organizations.

**Article 9**  
**Supervisory Board**

- 9.1. The supervisory board is the control body of the association, which answers to the general meeting of the association.
- 9.2. The supervisory board has 3 (three) members - natural persons who elect a chairperson from among themselves. Members of the supervisory board are elected for 5 (five) years term. The supervisory board convenes at least once each six months. Its proceedings are convened and led by the chairperson of the supervisory board.
- 9.3. Membership in the supervisory board is incompatible with membership in the association's board of directors. The members of the supervisory board are elected by the general meeting from candidates proposed by the members of the association. Each elected member of the supervisory board must be elected from another legal entity - a member of the association. Should the legal relationship between the member of the supervisory board and the member of the association cease to exist (e. g. the member of the supervisory board ceases to be the statutory body of a member of the association), the function of the member of the supervisory board expires. Should the membership of the member of the association who is in a legal



- relationship with the member of the supervisory board expire, the function of the member of the supervisory board in question expires too.
- 9.4. The supervisory board has a quorum if a majority of its members are present. Decisions are taken by a majority of the members present.
- 9.5. In particular, the supervisory board:
- a) controls the management of the association,
  - b) draws the attention of the board of directors to shortcomings and proposes solutions to eliminate them,
  - c) checks compliance with the articles of association
  - d) based on request made by any of the members of the association or any bodies of the association provides binding interpretation of these articles and submits proposal to amend or supplement these articles to the general meeting in order to eliminate discrepancies,
  - e) archives its opinions made under letter d) of this point, which are constitute binding interpretation of these articles (even for the supervisory board itself).
- 9.6. For the purpose of performing their control activities, the members of the supervisory board have the right of access to all documents of the association, as well as to the accounting of the association. They also have the right to ask the board of directors and other bodies of the association (except the general meeting) questions, inquiries and file requests for information, which the designated bodies are obliged to answer without undue delay.
- 9.7. The supervisory board submits its findings and proposals to the general meeting. In order to do this, the supervisory board may request the board of directors to convene the general meeting. Should the board of directors fail to do so within 30 days from delivery of a written request, the supervisory board, through its chairperson, may convene the general meeting. The chairperson of the supervisory board shall then preside over such general meeting should the chairperson of the board of directors refuse to do so.

#### **Article 10 Management of the Association**

- 10.1. The association is an independent economic unit that tries to obtain funds for its activity from third party sources.
- 10.2. The association creates material and financial resources to ensure its activities. Property management and economic activities are carried out by the association in accordance with generally applicable legal regulations, articles of association, internal regulations and decisions of the association's bodies. The association handles property and financial resources efficiently.
- 10.3. The sources of assets are:
- a) membership fees,
  - b) income from business or other gainful activity,
  - c) contributions from paid taxes of natural and legal persons according to applicable laws,
  - d) financial resources from other legal entities and natural persons, especially financial or material donations, inheritance, state subsidies or subsidies, non-refundable loans, non-refundable financial contributions, grants, contributions from sources and schemes of the European Union or other similar financial mechanisms.
- 10.4. Management is carried out according to the approved budget. The budget is drawn up by the board of directors and submitted to the general meeting for approval. The board of directors is liable for observing the budget and if needed shall petition the general meeting to amend the budget. The general meeting may authorise the board of directors to amend the budget while it will also set the financial limit of all such amendments made by the board of directors.

- 10.5. The association is liable for default of its obligations with all its assets.
- 10.6. The financial means of the association can be used exclusively for the implementation of the objectives of the association. The association compiles a simple annual budget, keeps accounting of income and expenses and annual accounting of economic results.
- 10.7. The association is also authorized to carry out business activities, but only within the scope of its activity and on the basis of authorization to perform this activity. After taxation, the profit from business activity must be used in full for the object of the association's activity, except for expenses for the administration of the association.
- 10.8. All funds invested and provided for the benefit of the association are the property of the association. Exceptions are borrowed and leased movables and immovables in accordance with separate contracts, agreements or law.
- 10.9. All funds of the association are kept in one bank account, unless decided otherwise by the board of directors or prescribed by law.

### **Article 11 Dissolution of the association**

- 11.1. The association is dissolved by:
  - a) voluntary dissolution,
  - b) merging with other associations,
  - c) by a valid decision of a respective public authority on its dissolution.
- 11.2. In the event of the dissolution of the association, liquidation must be carried out if the association's property does not pass to a legal successor. The liquidation will be carried out by the liquidator appointed by the general meeting or the board of directors in accordance with provisions of these articles of association.
- 11.3. When the association is liquidated, all the association's obligations are paid first. The general meeting will decide on the disposition of the liquidation balance.
- 11.4. Provisions of the Commercial Code on liquidation of companies shall apply accordingly to the liquidation of the association.
- 11.5. The association ceases to exist by deletion from the register of associations kept by the district office in the seat of the region.

### **Article 12 Final provisions**

- 12.1. The association acquires legal capacity by registration in the register of associations. These articles of association become valid and effective on the day of their approval by the founders of the association.
- 12.2. Legal relationships that are not specifically regulated by the association's articles of association are governed by the applicable law. The association is an interest association of legal entities, established according to Section 20f et seq. Act No. 40/1964 Coll. Civil Code as amended. The association is a legal entity with legal personality.
- 12.3. These articles of association are drawn up both in Slovak and English language. The Slovak version of these articles of association is binding, and the English version serves only an informative function.
- 12.4. The founding members are:

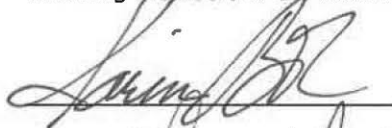


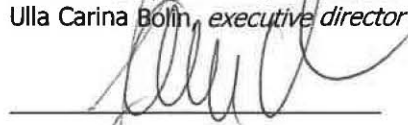
- a) *Humana People to People Slovakia s.r.o., with its registered seat at Československej armády 3, 036 01 Martin, OIN: 36 414 727, company registered with the Commercial Register of the District Court Žilina, section Sro, insertion no. 14532/L, represented by Ulla Carina Bolin, executive director;*
- b) *HUMANA PEOPLE TO PEOPLE SLOVAKIA, civil association with its registered seat at Kutuzovova 247/3, 831 03 Bratislava-Nové Mesto, OIN: 42 065 534, registered with the Ministry of Interior of the Slovak Republic under reg. no. VVS/1-900/90-32290, represented by Matúš Kotulák, chairperson;*
- c) *Textile House for EURO TRADE, s.r.o., with its registered seat at ProLogis Park, DC2, Diaľničná cesta 2, 903 01 Senec, OIN: 35 685 166, company registered with the Commercial Register of the District Court Bratislava I, section Sro, insertion no. 10524/B, represented by Jane Merete Nielsen, executive director.*

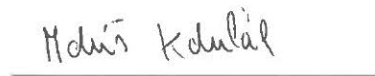
- 12.5. Regardless of other provisions of these articles, the first bodies of the association shall be appointed by the founder for the whole first term in office.
- 12.6. The authorized representative authorized to act on behalf of the founding members in the registration of the first statutory body in the register of associations is authorized and at the same time the first chairperson of the board of directors is: Ing. Jana Kavalierová, born on [REDACTED], residing at [REDACTED], citizen of SR. The first vice-chairperson of the board is: Matúš Kotulák, born on [REDACTED], residing at [REDACTED], citizen of SR. The third member of the board is: Hélio Moreira Soares, born on [REDACTED], residing at [REDACTED], citizen of Brazil.
- 12.7. The first chairperson of the supervisory board is: Tadeušas Ingilevičius, born on [REDACTED], residing at [REDACTED], citizen of Lithuania. Other members of the supervisory board are: Ulla Carina Bolina, born on [REDACTED], residing at [REDACTED], citizen of Italy and Jane Merete Nielsen, born on [REDACTED], residing at [REDACTED], citizen of Denmark.
- 12.8. In case of disputes the interpretation of these articles as approved by the supervisory board shall be binding. In connection therewith the supervisory board may submit proposals to amend or supplement these articles to the general meeting.

In Bratislava on 12. 11. 2022

Founding members of the association:

  
 Humana People to People Slovakia s.r.o.  
 Ulla Carina Bolin, *executive director*

  
 Textile House for EURO TRADE, s.r.o.  
 Jane Merete Nielsen, *executive director*

  
 HUMANA PEOPLE TO PEOPLE SLOVAKIA  
 civil association  
 Matúš Kotulák, *chairperson*