

Articles of Association

The International Fiscal Association, the Slovak Republic Branch

Article I. Introductory Provisions

Name of Association: The International Fiscal Association, the Slovak Republic *Branch*
(hereinafter the "Association")

Registered Office: Zámocká 34, 811 01 Bratislava, Slovak Republic

Article II. Legal Status

1. The Association is a voluntary, independent organisation and associates its members on the basis of common interests.
2. The Association is a legal entity registered with the Ministry of the Interior.
3. The Association has been established for an indefinite period of time.
4. The Association is recognised and shall so act as to continue to be recognised as the IFA Branch of the Slovak Republic, the Branch comprising members in the Slovak Republic of the International Fiscal Association (here referred to as "IFA"), a scientific organisation existing as an association under the laws of The Netherlands with its registered office at Rotterdam.

Article III. Objects of the Association's Activities

1. The main objects of the association are to advance academic study and education, as well as research and development projects in the field of tax laws in the Slovak Republic, and to support the study of international and comparative fiscal law and the financial and economic aspects of taxation in collaboration with IFA.
2. The Association endeavours to achieve its objects through its participation in the activities of IFA, in particular its congress, and also through the organisation of its own activities in such forms as research, publishing, promulgating knowledge in the field of tax law, and holding seminars, etc.
3. Occasionally, the Association will organize seminars on tax topics for professional public audience as its ancillary activity.

Article IV. Membership

1. Individuals over 18 years of age and legal entities resident in the Slovak Republic that agree to the Association's Articles of Association and objects may be admitted as members of the Association. In exceptional cases, non-residents of Slovakia may be admitted. Only IFA members may be members of the Association.
2. The admission of a new member is decided upon proposal by the Executive Committee, on the basis of a candidate's application sent by post, fax or e-mail.
3. Membership in the Association is established on the day of the new member's admission to the Association subject to approval by the General Council of IFA.

4. Membership terminates upon:
 - a) a member's written notice of termination of membership, sent to the Executive Committee;
 - b) death, in the case of an individual;
 - c) in the case of a legal entity, its dissolution;
 - d) termination of membership, based on resolution of the General Meeting;
 - e) dissolution of the Association;
 - f) failure to pay the membership fee by 15 December (in view of IFA's deletion policy) of the year for which the membership fee is due;
 - g) termination of membership of IFA for any reason.
5. The Association shall inform IFA forthwith of termination of membership of any of its members.

Article V. Rights and Duties of Members

1. A member is entitled to:
 - a) take part in the Association's activities;
 - b) elect the Association's organs and be elected to positions in the Association's organs;
 - c) vote on issues discussed by the General Meeting;
 - d) contact the Association's organs, presenting them with initiatives and complains, and requesting their response.
2. A member is obligated to:
 - a) observe the Association's Articles of Association;
 - b) take part in the furtherance of the Association's objects;
 - c) perform conscientiously the office entrusted to him or her in the Association's organs;
 - d) pay membership fees which includes the IFA membership fee and within the time limit determined by the General Meeting;
 - e) notify the Executive Committee in a timely manner of any changes in the member's particulars (name, contact address, e-mail address, telephone numbers).

Article VI. Organs of the Association

The Association has the following Organs:

1. General Meeting
2. Executive Committee
3. Audit Committee

Article VII. General Meeting

1. The General Meeting is the supreme organ of the Association.
2. The General Meeting is made up of all the members of the Association.
3. Each member is entitled to one vote.
4. The Executive Committee convenes the General Meeting as appropriate, at least once a year. An invitation to the General Meeting is sent to all members by post or e-mail, or posted on the Association's website at least 20 days prior to the date of the General Meeting, unless the General Meeting is announced by means of the procedure set forth in paragraph 6(b) of this Article. If there is no quorum at the General Meeting, a regular meeting may be convened instead. The regular meeting could immediately follow the General Meeting provided this was made clear in the invitation to the General Meeting. This regular meeting will substitute the General Meeting. No quorum will apply.

5. The General Meeting has the following competences:
 - a) decides on changes to the Association's Articles of Association;
 - b) approves tasks for the relevant period, as well as the Association's annual report, the Association's budget and its annual financial statements;
 - c) elects for a period of five years members of the Executive Committee and the Audit Committee and recalls them;
 - d) decides on termination of membership;
 - e) decides on the dissolution of the Association.
6. The General Meeting has a quorum if at least one of the following conditions is met:
 - a) a simple majority of all its members is present, or
 - b) the General Meeting is being held during a regular meeting of the Association.
7. Resolutions of the General Meeting are valid if approved by a simple majority of the votes cast by the members present.

Article VIII. Executive Committee

1. The Executive Committee is an executive organ of the Association and it reports to the General Meeting.
2. The Executive Committee consists of at least three members. Members of the Executive Committee may be re-elected.
3. The Executive Committee manages the activities of the Association in the period between the sessions of the General Meeting.
4. The Executive Committee is convened by the Chairman or the Vice-Chairman.
5. In the case of a long term, i.e., of more than two months' in duration, failure of the Executive Committee to have a quorum, the right to adopt resolutions and convene the General Meeting devolves to the Chairman.
6. The Executive Committee has the following competencies:
 - a) elects from its ranks the chairman, the Secretary and the Treasurer of such Executive Committee;
 - b) coordinates the Association's activities;
 - c) convenes the General Meeting;
 - d) prepares supporting documents for the General Meeting's decisions;
 - e) sends under Art. VII. point 4 of the Articles of Association invitations to the General Meeting with an agenda at least 20 days in advance of such Meeting taking place;
 - f) decides on the admission of new members;
 - g) decides on the Association's annual membership fee amount; this shall include the fee due to IFA for that year as determined by IFA's General Assembly.
 - h) recommends members of the Association to be admitted for membership in IFA;
 - i) keeps a list of the members of the Association and reports in a timely manner any changes to the IFA General Secretariat;
 - j) decides on the place and time at which regular meetings of the Association are to be held
 - k) appoints national reporters for the congresses held by IFA.
7. The Chairman and the Secretary of the Executive Committee represent the Association in external relations and in relation to IFA and act on its behalf each separately.
8. The Executive Committee has a quorum if a simple majority of its members is present. The Executive Committee passes its resolutions if it receives three-fifths of the votes cast by the members present.
9. The Executive Committee may co-opt new members from the ranks of the members of the Association, but only up to one third of the original number of the members of the Executive Committee.

10. The term of office of Executive Committee members is 5 (five) years. Upon the elapse of their term of office, members of the Executive Committee cease to perform their office and a new member is elected.
11. The Treasurer of the Executive Committee has the responsibility to collect and remit the annual IFA membership fees. The Association shall use its best endeavours to ensure that each year the total of the subscription fees payable in respect of its members as members of IFA are promptly paid to, and in accordance with the requirements of, IFA and, accordingly, the Association shall collect such subscriptions from its members together with any additional subscription fees which may be payable by its members.
12. The Secretary has the responsibility of communicating with IFA and ensuring that IFA's requests for cooperation and assistance are adequately dealt with.

**Article IX.
Audit Committee**

1. The Audit Committee is the supervisory organ of the Association and it reports to the General Meeting.
2. The Audit Committee consists of at least one member.
3. The term of office of Audit Committee members is 5 (five) years.
3. The Audit Committee supervises the management of the Association's financial operations, reports to the Executive Committee any identified shortcomings and submits suggestions for their remedy. It performs controls at least once a year and reports on such controls to the General Meeting.
4. The Chairman of the Audit Committee has a right to be invited to the meetings of the Executive Committee.

**Article X.
Management of Financial Operations**

1. The financial resources of the Association consists of:
 - a) donations from individuals and legal entities;
 - b) membership fees;
 - c) income from activities aimed at furthering the Association's objects.
2. The Executive Committee is responsible for the management of the Association's financial operations and submits to the General meeting on an annual basis a report on the Association's financial operations, including its financial statements.
3. The management of the Association's financial operations is carried out in compliance with the annual budget by the General Meeting.

**Article XI.
Dissolution of the Association**

1. The Association may be dissolved:
 - a) voluntarily by way of a resolution of the General Meeting, or
 - b) by a decision of the Ministry of the Interior
2. If the Association is dissolved voluntarily, the General Meeting will simultaneously decide on the manner of the settlement of its property.

**Article XII.
Final Provisions**

These Articles of Association take effect on the day of the Association's registration with the Ministry of the Interior.