

**FOUNDING CHARTER  
of the non-profit company  
"Virtual Exhibitions EXPONET o.p.s."**

**Founders**

- Milan Černík, residence: 142 00 Praha 4;
  - Břetislav Janík, residence: 109 00 Praha 10;
- are founding in accordance with act No. 248/1995 Coll., section 4, on non-profit organisations and amendment of certain laws, a non-profit organisation according to this founding charter:

**Section I  
Name and registered office of the company**

Name of the company: "Virtual Exhibitions EXPONET" ("Virtuální výstavy EXPONET o.p.s.") (hereinafter referred to as "company")

Registered office  
(domicile): Kutnohorská 309, 109 00 Praha 10

**Section II  
Duration of the company**

The company is founded for indeterminate period.

**Section III  
Kind of provided services**

1. The company will provide following services:
  - a) Exhibition and exhibitor activities in the Internet;
  - b) Providing of non-profit services in the area of inventive activities – acquisition, provision, collecting, processing, preservation, distribution, presentation, and professional reflection of public study, information and documentation systems of cultural values and cultural heritage in a digital form, especially in the Internet, both on domestic and international basis, regardless of geographic area and time period;
  - c) Purchase, disclosure and exercise of study, collection, catalogue, documentation, professional education, publication, promotion and popularisation of resources and activities for this purpose both on domestic and international basis;
  - d) Support of the development of the Internet as a global communication medium especially in the areas focussed on fine arts, postal history, philately, numismatics, bibliophilism, and other areas of collectors interests;
  - e) Creation, development and working operations of the Internet and multimedia projects especially aimed at participation of young generations through the free time activities into the development and promotion of information technologies; contribute to deepening of "computer literacy" and promotion of the cultural heritage through the communication forms of the 21st century;
  - f) Reinforcement of the European and international context of the education and information exchange through education in the areas of art, postal history, polygraphy, librarianship, museology, organisation of exhibitions, and in the areas of broad collectors interests for all interested in the activities of the company both on domestic and international basis.

## **Section IV Conditions of the non-profit services providing**

1. Services of the company are provided to natural persons and legal persons interested in the company activities.
2. The services are provided within individuals projects of the company, conditions of which are defined and declared for each project by the Executive Council. The conditions are published in the registered office, in the specialised press and in the Internet. Each person interested in the services of the company must be familiar with these conditions. The conditions of providing individuals services must be defined so that they are identical for all to whom the service will be provided.
3. The services are usually provided free of charge. The company Executive Council can decide that some services will be provided for consideration. Price of these services in such a case will not be higher than costs related to the provided service. The Executive Council will publish a price list for all clients of the company. The price list must be open in the registered office, at the same time it is published in the Internet on the company sites and each person interested in the company services will get acquainted with it.
4. The company does not practise any supplementary (business) activity at the date of company founding. For the future this supplementary activity is not excluded.

## **Section V Company bodies**

1. Bodies of the company are:
  - a) Executive Council,
  - b) Board of Trustees,
  - c) Director.

## **Section VI Executive Council**

1. The Executive Council is the statutory body of the company.
2. Executive Council has 3 members.
3. Executive Council is appointed by the founders.
4. Term of office of the members of the Executive Council is three years in general. The term of office of the chairman of the Executive Council is three years with the exception of the first Executive Council which starts in year 2006 on registration of the company and ends after a three years period on 31. 12. 2009.
5. On the first meeting of the Executive Council one member is allotted whose term of office ends after one year after the 1 January of the year following the inception day of the company, and one member whose term of office ends after two years after the 1 January of the year following the inception day of the company. In the following years the term of office is identical with the accounting period (1.1. – 31.12.).
6. First members of the Executive Council are (members alphabetically):
  - President of Executive Council:  
Břetislav Janík  
residence: 109 00 Praha 10
  - Member of Executive Council:  
Miroslav Langhammer  
residence: 147 00 Praha 4
  - Member of Executive Council:  
Jaroslav Petrásek  
residence: 282 23 Český Brod

7. No member of the Executive Council may hold an office for more than two subsequent periods and after six years of membership he may be appointed again only after another year.
8. The Executive Council elects the chairman from among its members, except of the first Executive Council (see section VI, paragraph 4). The chairman assembles and chairs the meeting of the Executive Council. The first chairman of the Executive Council is appointed by the founders.
9. The Executive Council has a quorum of at least two thirds present members. Executive Council decides by majority of present votes (except of cases specified in the statutes). In case of stand-off the vote of the chairman of the Executive Council decides, in his absence the vote of the person who chairs the Executive Council.
10. On behalf of the Executive Council each member of the Executive Council acts externally independently. When signing for the company member of the Executive Council adds his signature to the printed or written full name of the company.
11. Executive Council can transfer its authority by proxy to the director of the company, except of those authorities which are trusted exclusively to the Executive Council by law.
12. Executive Council decides on matters trusted to it by law and on:
  - a) change and supplement of the company statutes,
  - b) proxy extent of the company director,
  - c) manages the company when the position of company director is vacant,
  - d) the matter that an individual project may be provided for consideration and on the price list.
13. Executive Council will be called at least twice a year; it must be called when at least one third of the members or the chairman ask to call it.
14. Executive Council decides by two thirds of votes on the changes of the foundation charter, about company dissolution, establishment of branch offices and on company, to which the liquidation balance will be offered. In other cases Executive Council decides by majority of present votes.
15. Executive Council may decide per-rolam, except of issues specified in paragraph 14 of this section.
16. Membership in the Executive Council ceases by:
  - a) lapse of term of office,
  - b) recall by founder,
  - c) written resignation addressed to the company,
  - d) death.

## **Section VII Board of Trustees**

1. Board of Trustees is the control authority of the company.
2. Board of Trustees has 3 members.
3. Term of office of the Board of Trustees is three years.
4. The first Board of Trustees is appointed by the founders.
5. First members of the Board of Trustees are (members alphabetically):
  - President of the Board of Trustees  
Vít Vaníček  
residence: 251 64 Mnichovice
  - Member of the Board of Trustees  
Josef Běloubek  
residence: 412 00 Litoměřice
  - Member of the Board of Trustees  
Julius Cacka  
residence: 102 00 Praha 10
6. The Board of Trustees elects the chairman from among its members, except of the first Board of Trustees – the first chairman of the Board of Trustees is appointed by the

- founders. At the first meeting of the Board of Trustees one member is allotted whose term of office ends after one year after the 1 January of the year following the inception day of the company, and one member whose term of office ends after two years after the 1 January of the year following the inception day of the company. In the following years the term of office is identical with the accounting period (1.1. – 31.12.).
7. The president assembles and chairs the meeting of the Board of Trustees.
  8. Board of Trustees in particular:
    - a) audits the annual financial statements,
    - b) presents at least once a year to the Executive Council a report on its supervisory activity,
    - c) supervises compliance with laws, founding charter and statutes of the company,
    - d) performs other duties specified in the founding charter and statutes of the company; it can initiate the change of the statutes and of internal regulations of the company.
  9. The Board of Trustees has a quorum of at least two thirds present members. Board of Trustees decides by majority of present votes. In case of stand-off the vote of the president of the Board of Trustees decides.
  10. For the extinction of membership in the Board of Trustees the article on extinction in the Executive Council of this foundation charter will be used in analogy.

### **Section VIII Director of the company**

1. Director is the executive body of the company who secures the operation of the company. He manages the company in compliance with laws, founding charter, statutes of the company and he adopts the most economical operations.
2. Director of the company is appointed and withdrawn by the Executive Council.
3. Remuneration of the director is decided by the Executive Council which also defines the amount of remuneration.
4. Director is entitled to take part in all meetings of both company bodies as advisory capacity.
5. Director acts on behalf of the company in the range of his proxy given by the Executive Council.
6. The founders constitute the function of the director of the company. In his direct subordination a function of the company financial director is constituted.

### **Section IX Contributions by founders**

The founders do not contribute in the company any funds and properties.

### **Section X Annual report**

1. Company composes and publishes annual report about its activity and economy six months after the end of the period under consideration (calendar year) at the latest. The first report will be published 18 months after the inception of the company at the latest.
2. Annual reports are open in the registered office of the company; in the same time it will be published in the Internet sites of the company.

### **Section XI Dissolution of the company**

In case of dissolution of the company with liquidation, the liquidation balance of the company will be transferred to the company or association which has similar activity and

especially supports development of this activity among children and youth. Selection of such an organisation is the competency of the Executive Council.

## **Section XII Final provisions**

1. Except otherwise provided in the funding charter, legal relations of the company are regulated by the act No. 248/1995 Coll., on non-profit organisations and amendment of certain laws.
2. The founding charter is given in five counterparts, one receives each of the founders, one will be enclosed to the application of company registration in the register of non-profit organisations and one will be fixed in the files of documentation of the company directors.

Prague, 18 September 2006

Milan Černík, Founder  
of Non-Governmental Non-Profit  
Organisation  
Virtual Exhibits EXPONET o.p.s

Břetislav Janík, Founder  
of Non-Governmental Non-Profit  
Organisation  
Virtual Exhibits EXPONET o.p.s

### **Note:**

This is an unofficial translation. In the event of differences of opinion in the interpretation of the translation, the Czech text shall be binding.