

**Annex 1
to the Establishment Deed of the interest association of legal entities "Association of the Waste
Industry"**

**Interest associations of legal entities "Association of the Waste
Industry"**

STATUTES

1. PREAMBLE

In order to initiate and promote effective and economical solutions for sustainable development and competitiveness of the waste industry in the Slovak Republic and in an effort to be an important partner of the Government of the Slovak Republic, central government authorities and other public authorities and local governments in the development of the economic policy of the Slovak Republic, in the preparation and drafting of generally binding legal acts with an emphasis on active communication and work in working groups established for this purpose, persons active in the waste industry and related sectors have agreed to establish the Association of the Waste Industry, which will be established as an interest association of legal entities and will be governed by these Statutes:

2. FUNDAMENTAL PROVISIONS

- 2.1 The name of the interest association of legal entities is the **Association of the Waste Industry** (hereinafter referred to as "**Association**"), abbreviated as "**AWI**".
- 2.2 The seat of the Association is Rastislavova 98, 040 01 Košice.
- 2.3 The association, established pursuant to Sec. 20f et seq. Act No. 40/1964 Coll. Commercial Code, as amended, is a legal entity which is liable with its assets for failure to fulfil its obligations. The association acquires legal capacity by registration in the Register of Associations kept at the Košice District Office.

3. SCOPE OF ACTIVITIES OF THE ASSOCIATION

- 3.1 The scope of activities of the Association is:
- a) integration of entities operating in the field of waste management and recycling (hereinafter referred to as "**Waste Industry**"), entities engaged in engineering, design, service and business activities related to the waste industry, including entities operating in the energy sector,
 - b) cooperation with the scientific and academic community,
 - c) promoting the development of the waste industry and related sectors,
 - d) monitoring trends and initiatives in the waste industry,
 - e) organising expert discussions and conferences with a professional focus on the waste industry and related sectors,
 - f) developing international cooperation with organisations and associations representing actors in the waste industry and related sectors,
 - g) contributing to strengthening education in waste management,
 - h) promoting the legitimate interests of the Association's members.

4. CREATION AND TERMINATION OF MEMBERSHIP

4.1 A legal entity may become a member of the Association if:

- a) it is active in the waste industry, related industries or the energy sector,
- b) applies for membership using a written application,
- c) in the application for membership of the Association, agrees to the objectives of the Association, these Statutes and undertakes to pay the membership fees,
- d) has no criminal records,
- e) has no records of arrears with social insurance premiums, public health insurance, has no records of tax arrears with the tax office or the customs office in the Slovak Republic,
- f) has not been declared bankrupt, is not undergoing restructuring, is not in liquidation or has not had bankruptcy proceedings against it discontinued for a lack of assets or bankruptcy annulled for a lack of assets.

4.2 Membership of the Association is voluntary and there is no legal entitlement to membership.

4.3 The Director General, together with the President, shall decide on the admission of a member. Membership shall commence on the date of issue of the decision to admit a member of the Association. Membership of the founding members shall commence on the date of registration of the Association.

4.4 Membership of the Association shall be terminated:

- a) by written notice from the member to withdraw from the Association; on the date of delivery to the Association of the member's written notice of withdrawal from the Association,
- b) by expulsion of a member for a breach of the member's obligation under Article 5(5.1) of these Statutes, or for upon failure to pay the membership fee, despite the fact that the member has been requested to pay it in writing; membership shall cease on the date of delivery of the expulsion decision to the member,
- c) if a member ceases to exist without a legal successor,
- d) upon dissolution of the Association.

5. RIGHTS AND OBLIGATIONS OF MEMBERS

5.1 A member of the Association has the right to:

- a) be involved in the Association's activities,
- b) nominate candidates for the Association's bodies,
- c) be informed about the Association's activities,
- d) participate in the Association's activities
- e) use the property of the Association in accordance with the Statutes.

5.2 A member of the Association is obliged to:

- a) comply with the Statutes,

- b) actively participate in the Association's activities, to act in accordance with its objectives, to protect and promote its interests and reputation,
- c) pay the membership fees within the time and in the amount specified.

6. MEMBERSHIP FEES

- 6.1 Membership of the Association may entail an obligation for the member to pay membership fees.
- 6.2 The President's Board shall decide on the introduction of membership fees and their amount. The amount of the membership fee for the following calendar year shall be decided by the President's Board by 30 November of the calendar year concerned, otherwise the amount of the membership fee determined for the calendar year concerned or the current amount of the membership fee shall apply for the following calendar year.
- 6.3 Membership fees for the calendar year concerned are due by March 31 of the calendar year concerned.
- 6.4 There are no membership fees in the calendar year when the Association is established.
- 6.5 The President's Board may decide to grant the status of non-paying member to individual members; there is no legal right to be granted the status of non-paying member. Non-paying member status may be granted in particular to members from academic and/or scientific backgrounds who are not established or not primarily established for the purpose of carrying out business activities.

7. BODIES OF THE ASSOCIATION

- 7.1 The bodies of the Association are:
 - a) General Assembly,
 - b) President's Board,
 - c) Director General.

8. GENERAL ASSEMBLY

- 8.1 The General Assembly is the supreme body of the Association. The General Assembly shall be composed of all members of the Association.
- 8.2 The competence of the General Assembly includes:
 - a) deciding on changes to the Statutes,
 - b) election and dismissal of the President and Vice-Presidents,
 - c) appointment of a liquidator,
 - d) submitting proposals to the President's Board for the creation and termination of membership,
 - e) deciding on the dissolution of the Association,
 - f) deciding on the merger or amalgamation of the Association with another interest association of legal entities.
- 8.3 Ordinary General Assembly shall be convened once a year by the Director General, typically by 31 May of the calendar year concerned, by written invitation sent to the registered office of

the individual member at least 30 days before the meeting. In the event that the Director General or, if absent, the Deputy Directors General, fail to convene the General Assembly so that it may be held within the time limit referred to in the first sentence of this paragraph, the President's Board may convene it by written invitation sent to the individual members to their registered office at least 30 days before the meeting is to be held. The Director General or, if absent, the Deputy Directors General, are required to submit to the President's Board a current written list of the members of the Association for this purpose.

- 8.4 The Director General is obliged to convene an Extraordinary General Assembly if the number of members of the President's Board is reduced below four (4) members. The Director General is obliged to convene an Extraordinary General Assembly even if requested to do so in writing by the President's Board or at least 1/3 of the members of the Association so that it is held no later than 30 days from the receipt of the request for convening.
- 8.5 Meetings of the General Assembly shall be chaired by the Director General or one of the Deputy Directors General. In the event that the General Assembly is convened by the President's Board pursuant to par. 7.3 of this Article, the President or the First (1st) Vice-President shall chair the meeting.
- 8.6 The General Assembly shall be quorate if at least half of all the members of the Association having the right to vote are present and shall take decisions by a majority of the votes of the voting members present, except for the decisions referred to in par. 8.2(a) (b) (f) and (g) of this Article, which shall require the consent of at least two-thirds of all members having the right to vote.
- 8.7 Each member who has not been granted the status of non-paying member and has paid fees shall have one vote. A member who is obliged to pay the membership fee shall have no voting rights during the period of default in payment of the membership fee.
- 8.8 Individual members are represented at the General Assembly by their statutory representatives or authorised representatives. Authorised representatives must present a valid authorisation before the commencement of the General Assembly.
- 8.9 Written minutes shall be taken of the proceedings of the General Assembly and the decisions taken and shall be signed by the chairman and the recorder.
- 8.10 The first Ordinary General Assembly must be convened within three (3) months of the establishment of the Association.

9. PRESIDENT'S BOARD

- 9.1 The President's Board is the supreme executive and professional body of the Association.
- 9.2 The President's Board is headed by the President.
- 9.3 The President:
- a) heads the President's Board,
 - b) convenes meetings of the President's Board,
 - c) together with the Director General, decides on the creation and termination of membership.
- 9.4 **First (1st) Vice-President.** The President shall appoint a Vice-President [First (1st) Vice-President] from among the members of the President's Board to act in their absence.

- 9.5 The President's Board shall consist of the President and eight (8) Vice-Presidents; the President and the Vice-Presidents shall be elected by the General Assembly for a term of two (2) years, including re-election. The first President and the First Vice-Presidents shall be appointed by the founding members for a term of two (2) years. The term of office of the President and/or the Vice-Presidents elected by the Extraordinary General Assembly shall last until the next Ordinary General Assembly.
- 9.6 The individual Vice-Presidents are the professional guarantors of the individual sections of the Association.
- 9.7 The competence of the President's Board includes:
- a) election and dismissal of the Director General and Deputy Directors General,
 - b) approving the budget and the annual report,
 - c) decides on the introduction of membership fees and their amount for the calendar year concerned,
 - d) decides on the granting of the status of non-paying member to individual members,
 - e) convening the Ordinary General Assembly if it has not been convened by the Director General to be held by 31 May of the calendar year concerned,
 - f) submitting proposals on the creation and termination of membership,
 - g) deciding on the amount of membership fees for the following calendar year; the President's Board is obliged to take such a decision by 30 November of the calendar year concerned at the latest, otherwise the amount of membership fees determined for the calendar year concerned shall apply,
 - h) approves the organisational structure of the Association and its changes on the basis on the proposal of the Director General,
 - i) decides on all matters of the Association not reserved by these Statutes to the General Assembly or the Director General,
 - j) implementation of decisions adopted by the General Assembly.
- 9.8 The President's Board shall meet at least four times a year, convened and chaired by the President. The President shall convene a President's Board to be held prior to each Ordinary General Assembly.
- 9.9 The President's Board shall be quorate when a majority of its members are present at the meeting. A 2/3 majority of all the members of the President's Board is required for the adoption of a decision of the President's Board.
- 9.10 A decision of the President's Board shall be adopted if a majority of the members present vote in favour of it. In urgent cases, a decision of the President's Board may be taken by written electronic ballot.
- 9.11 Proposals for the creation and termination of membership, together with written applications, shall, after the fulfilment of the conditions for the creation or termination of membership is considered, be promptly submitted by the President's Board, together with its opinion, to the President and the Director General for decision.

10. DIRECTOR GENERAL

- 10.1 The Director General is the statutory body of the Association, represents and manages the Association externally and internally, and implements the decisions of the President's Board and the General Assembly.

- 10.2 The Director General is authorized to act on behalf of the Association externally in all matters independently by affixing their handwritten signature to the written or printed name of the Association. In the absence of the Director General, and if the matter cannot be postponed, the two Deputy Directors General shall act jointly on behalf the Association by affixing their handwritten signatures to the written or printed name of the Association.
- 10.3 The Director General shall be responsible for the proper management of the Association and for the administrative, technical and organisational support of the Association.
- 10.4 The Director General shall be elected by the President's Board from a minimum of two (2) candidates; candidates may be proposed by individual members of the President's Board and by the General Assembly.
- 10.5 The Director General shall be elected for a term of two (2) years, including re-election. The first Director General shall be appointed by the founding members for a term of two (2) years.
- 10.6 Director General:
- a) together with the President, decides on the creation and termination of membership,
 - b) acts on behalf of the Association as an employer in relation to the Association's employees, members and other persons,
 - c) keeps a list of the Association members,
 - d) convenes Ordinary and Extraordinary General Assemblies; if absent, Ordinary or Extraordinary General Assemblies shall be convened jointly by the Deputy Directors General,
 - e) submits the organisational structure of the Association and changes thereto to the President's Board for approval,
 - f) submits the Association's budget and annual report to the President's Board for approval,
 - g) submits the budget and the annual report of the Association to the General Assembly for information.
- 10.7 **Deputy Directors General;** the Director General shall have two (2) deputies; the Deputy Directors General shall be elected by the President's Board for a term of two (2) years each time, including re-election. The first Deputy Directors General shall be appointed by the founding members for a term of two (2) years.

11. FINANCIAL MANAGEMENT OF THE ASSOCIATION

- 11.1 The financial management of the Association shall be governed by generally binding legal regulations, these Statutes and internal financial management rules approved by the Association's bodies.
- 11.2 The Association's income consists of:
- a) membership fees,
 - b) contributions and donations from individuals and legal entities from Slovakia and abroad,
 - c) proceeds from social events,
 - d) income from activities to fulfil the Association's objectives,
 - e) proceeds from the Association's assets,
 - f) grants, funding from public budgets,

g) other sources.

11.3 The Association's expenses consist of:

- a) expenses on the activities of the Association and its bodies,
- b) expenses on publicity and activities related to the fulfilment of the Association's objectives.

12. DISSOLUTION AND TERMINATION OF THE ASSOCIATION

12.1 The Association is dissolved by:

- a) the decision of the General Assembly to dissolve the Association,
- b) the decision of the General Assembly to merge or amalgamate with another association,
- c) declaring bankruptcy or dismissing a petition for bankruptcy for a lack of assets,

12.2 In the event of the dissolution of the Association pursuant to par. 9.1(a) of this Article, the General Assembly shall decide to appoint a liquidator. The liquidator of the Association shall settle the liabilities of the Association and shall distribute any remaining assets of the Association (the liquidation balance) pro rata among the members of the Association on the date of dissolution according to the amount of membership fees paid by each member from the establishment of the Association to the date of its dissolution.

12.3 In the event of a merger, the capital of the Association shall be transferred to the interest associations of legal entities with which the Association has merged.

12.4 In the event of an amalgamation, the capital of the Association shall be transferred to the interest associations of legal persons formed by the amalgamation.

12.5 The Association shall cease to exist upon deletion from the registration.

13. FINAL PROVISIONS

13.1 The Statutes may only be amended by a valid decision of the Board of Directors of the Association.

13.2 The Association is established on the date of registration by the Košice District Office.

In Bratislava, on May 25th, 2022

Founding members:

On behalf of KOSIT a. s.

Martin Šmigura
Chairman of the Board of Directors

Marián Christenko
Member of the Board of Directors

On behalf of ewia a. s.

Martin Šmigura
Chairman of the Board of Directors

Marián Christenko
Member of the Board of Directors