

Articles of Association
Asociace pro porodní domy a centra, z.s.

I.

Name, registered office and legal status

1. Name: **Asociace pro porodní domy a centra, z.s.**
2. Registered office: **Prague 1, Masarykovo nábřeží 234/26**
3. Asociace pro porodní domy a centra, z.s. (hereafter to only as „Association“) is a legal person representing self-governing, independent a voluntary union of members in respect of Section 214 and following of the Act No. 89/2012 of the Civil Code.
4. Asociace pro porodní domy a centra, z.s. is using for the purpose of communication and presentation an abbreviated name APODAC.

II.

Purpose of the Association

The purpose of the association is to bring together experts, organizations and people engaged in supporting and promoting development and growth of birth houses and centers. We base our work on good practices used in our country and simultaneously offer and promote the most up-to-date approaches (Evidence Based Practices), which have proved successful in other countries. We are committed to humanization of obstetric care and ensuring that the Czech system of maternity care provided the best available care based on the recommendations of the **WHO** (World Health Organization), **ICM** (International Confederation of Midwives) and other reputable international organizations (eg. FIGO, UNICEF, NICE, RCM).

III.

Primary and secondary activities of the Association

1. To achieve the Purpose of the Association described in Art. II above, the Association will conduct the following primary activities:
 - a) We support the establishment of birth houses and centers in the Czech Republic per recommendations of WHO and ICM.
 - b) We provide consulting for the establishment and development of birth houses and centers.
 - c) We cooperate with organizations and experts who respect the modern scientific research and Evidence Based Practices both in the Czech Republic and internationally.
 - d) We promote practices that support health, safety and protection of women and children in accordance with the best available professional care.
 - e) We support the long-term sustainability of quality and safety in the Czech obstetric care
 - f) We disseminate the standards of WHO and ICM within the whole system of maternity care in the Czech Republic.
 - g) We organize training of midwives in the Czech Republic based on standards of WHO and ICM with involvement of top international lecturers.

- h) We organize lectures, conferences, courses, workshops as well as educational activities for public.
 - i) We operate a unique news website www.faktaoporodu.cz which presents the facts about midwifery in the Czech Republic and abroad in a clear and professional manner.
 - j) We directly participate or support publishing of materials about maternity care.
 - k) We produce or participate in the creation of documents, videos and promotional materials.
2. To complement the primary activities, the Association can develop secondary economic activities for profit. The association intends to operate birthing houses and centers or their network.
 3. The Association is only authorized to participate in such economic activities in order to support its primary activities or to economically use the property of the Association.

IV.

Membership in the Association, rights and duties of members

1. Membership in the Association is voluntary. There are two types of the membership: regular member and member – sympathizer. Any natural or legal person can become member of the Association subject to fulfilment of the following conditions:
 - a) File an application with marked membership type;
 - b) Age at least 18 years (for natural persons);
 - c) Affidavit of good conduct (part of the application);
 - d) Payment of the membership fee (based on the selected membership).
2. Membership belongs to person of the member, is nontransferable to another person and does not pass to its legal successor.
3. Type of the membership can be changed for each calendar year based on consideration of the member.
4. Membership is formed by member admission after incorporation of the association. Managing board is deciding on the member admission.
5. All members of the Association are obliged to:
 - a) observe the Articles;
 - b) respect decisions of Association bodies;
 - c) observe internal agreements and not to take any steps contradictory to interests of the Association;
 - d) take care of fair reputation of the Association;
 - e) observe Code of Conduct of the Association;
 - f) respect and support actively standards of the birth care according to ICM and WHO;
 - g) present positive attitude to birthing houses;
6. Regular members of the Association are entitled to:
 - a) attend member's meeting and participate on decision making by voting;
 - b) elect and be elected for Association bodies;
 - c) obtain information on Association activities;
 - d) participate on activities of the Association;
 - e) refer to Association bodies with proposals, remarks and suggestions related to activities of the Association.
8. Membership ceases to exist by:
 - a) delivery of written notice of member secession to the managing board
 - b) death of a member or cessation of a member, if it is a legal person;

- c) dissolution of Association;
 - d) exclusion of the member based on decision of managing board in case the member breaches these articles, principles and aims of the Association or violates due fulfilment of Association mission or ceases to fulfil conditions prescribed for membership in this article in par. 1 above;
 - e) or by other means stated in the Act.
 - f) in case of disagreement of the member with his/her exclusion according to letter d) above, the member may appeal to member's meeting, the decision of which is final and decisive.
9. Membership fees for 2016 are determined as follows:
- a) Regular member: 1.500 CZK/year
 - b) Member-sympathizer 250 CZK/year
 - c) Member – legal person: shall decide which type of membership wants to choose based on letter a) or letter b). In case of letter a) it has amount of votes equal to multiple of the regular membership fee paid for the given year. It is minimum one vote and maximum 12 votes.
 - d) Amount of membership fees is decided for the calendar year by the managing board. Unless decided otherwise, membership fee shall remain the same as for the previous period. Change of membership fees shall be notified to all members by managing board in writing, by e-mail, telecommunication mean or by other suitable method.
10. Managing board keeps list of members of the Association and may record and erase admission of members and cessation of membership and amend recorded data of individual members.
11. Managing board may decide on compensation of effectively spent costs to members of Association or on lump-sum fee for activities performed for Association.

V. Organization of Association

1. Association bodies are managing board and member's meeting.
2. Managing board may establish body of experts or other supportive groups and bodies governed by internal regulations approved by the managing board.

VI. Member's meeting

1. Member's meeting is formed by assembly of all regular members of the Association and represents supreme body of the Association.
2. Member's meeting shall decide on most important issues of the Association, among which are mainly:
 - a) setting of objectives and main focus of Association activities;
 - b) acceptance of articles and decision-making on amendment of articles
 - c) acceptance of Code of Conduct and its modifications
 - d) approving of report on activities and financial management of Association;
 - e) decision-making on dissolution or reformation of Association;
 - f) decision-making on adhesion of Association to legal persons;
 - g) decision-making on number of members of managing board;

- h) electing of individual members of managing board and chairman of managing board;
3. Member's meeting is called by the managing board as requested, at least once a year. Managing board shall convene the meeting by suitable method, in writing, by e-mail, by telecommunication mean or other suitable method, at least 30 days prior to announced date of the meeting. Meeting can be called also by release of invitation on web site of the Association at least 30 days in advance. Invitation must contain place, time and proposed agenda of the meeting.
4. Meeting can be revoked or cancelled by the organizer in the same way as it was convened. In case this occurs less than 2 days prior to the announced date of the meeting, Association shall pay to regular members who would attend based on the invitation, purposefully spent costs.
5. Member's meeting has a quorum in case of attendance of absolute majority of regular Association members. Member's meeting shall decide by 61.8.% of votes of present regular members of Association. Each regular member – natural body, has one vote, number of votes of regular member – legal person shall be determined according to art. IV. par 9 letter c). Votes of regular members are equal.
6. Member's meeting is governed by the chairman of the meeting elected after commencement of the meeting. Matters that were not part of announced agenda can be decided by 61,8% of votes of present regular Association members. Provisions of the Section 253 par 3. of the Civil Code shall not apply in this case.
7. Managing board shall arrange for minutes of the meeting recording adopted resolutions within 30 days from the meeting. Minutes of the meeting must clearly show who convened the meeting, date of the meeting, name of the chairman, adopted resolutions and name of the minutes clerk.

VII. Managing board

1. Managing board is a statutory body of the Association and has at least 3 members. Managing board consists of the chairman and at least members of the managing board.
2. Members of the managing board are elected by the member's meeting. Term of the office is 3 years.
3. Chairman of the managing board is elected by the member's meeting of elected members of the managing board.
4. Association is represented for all matters in public by the chairman. Signing on behalf of the Association is done in such a way that chairman joints his signature to the name of the Association. For negotiations on behalf of the Association in partial matters, other member of the managing board or Association or other person can be empowered by the chairman.
5. Chairman of the managing board is obliged to respect decisions of the managing board.
6. Under the authority of the managing board belongs in particular:
 - a) fulfillment of Association intentions
 - b) leading and management of Association activities between member's meetings;
 - c) securing of good financial management of Association and care of Association property
 - d) decision-making on issues related to Association functioning;
 - e) recruitment of employees, termination or change of their employment contracts and decision-making on work issue of employees and volunteering colleagues;
 - f) admission of members and decision-making on their exclusion, keeping list of members;
 - g) decision-making on amount of membership fees for calendar year

7. Managing board is convened by the chairman as necessary, at least twice a year. Managing board has a quorum with attendance of 61,8% of votes of its members. Managing board can adopt resolution by 61,8% of votes of present members.

8) As first members of the managing board were elected by foundation member's meeting:

- Martin Nemrava, address Prague 10, U Výstavby 492/5 as a chairman of managing board
- Natálie Sedlická, address Prague 1, Senovážná 8, as a member of managing board
- Karel Tůma, address Prague 9, Zaříčanská 657, as a member of managing board

VIII. Final provisions

1. Association shall cease to exist by voluntary dissolution based on decision of the supreme Association body, or for other reason given by valid legal regulations.
2. Cases which are not treated by these articles are proceeded according to relevant provisions of generally binding legal regulations
3. These articles were approved by foundation member's meeting on 27.1.2016.
4. Full wording of these articles is filed in the registered office of the Association and is part of collection of deeds of registry of associations.