

STATUTES

of the association of legal entities

Czech Industrial Coalition for Packaging and Environment

as approved by the members' meeting of the association on 9 December 2025

Article I

Name and Registered Office

1. The association bears the name "České průmyslové sdružení pro obaly a životní prostředí". The association also uses the English designation "Czech Industrial Coalition for Packaging and Environment" and the abbreviation "CICPEN".
2. The registered office of the association is: Prague 4, Na Pankráci 1685/17, postal code 14021

Article II

Objectives and Subject Matter of Activities

1. The subject matter of the association's activities is cooperation among members within the association and the association's activities in relation to industrial and commercial circles, professional and social organizations, central government bodies and institutions, and to the general public, in particular consumers, aimed at addressing issues of ecologically sustainable development in the field of packaging technology and packaging management, and issues related to solid waste management.
2. This cooperation and the association's activities shall be carried out in particular in the form of preparation of proposals, opinions, recommendations, analyses and information.
3. The aim of the association is to actively participate in improving the legal and implementation framework of the packaging waste recycling and recovery system based on the following principles:
 - Shared responsibility for generated packaging waste;
 - Integrated waste management;
 - Ecological efficiency of the system;
 - Economic efficiency of the system;
 - Free trade;
 - Creation of functioning markets for secondary raw materials.
4. The association shall carry out further activities necessary to achieve its objectives, in accordance with applicable legal regulations.

Article III

Membership

1. Members of the association are the founders of the association and other legal entities that have been accepted as members in accordance with these bylaws.

2. Any legal entity with its registered office in the Czech Republic or abroad that uses packaging and packaging materials, or that deals with packaging and packaging materials issues within its activities, may become a member of the association. Such entity must send a written request for membership to the association's board either by registered letter or via data box, in which it declares that it agrees with the objectives of the association and these bylaws.
3. Membership in the association becomes effective on the day of the board's decision to accept a new member. The board is obliged to decide on the acceptance of a new member at its next meeting following receipt of the written request referred to in paragraph 2. The board has the right to refuse acceptance of a new member, in particular if there are reasonable doubts about its ability to comply with the bylaws and contribute to achieving the association's objectives.
4. A new member is obliged to pay the membership fee to the designated account within 1 month from the effective date of membership. The amount of the membership fee constitutes a proportionate part of the annual fee set for the calendar year in which membership was established, taking into account the number of months (even if commenced) in the first year of membership. A new member acquires voting rights at the moment the amount corresponding to the membership fee is credited to the association's account.
5. Membership in the association terminates through:
 - a) withdrawal by the member; each member has the right to withdraw from the association at any time by sending a written notice either by registered letter or via data box to the board. The member's membership terminates with effect on the day the notice is delivered to the board.
 - b) exclusion of a member; the board may decide by a two-thirds majority of all votes to exclude a member if such member violates its obligations under these bylaws or arising from decisions of the association's bodies, in particular if it is overdue with the payment of the annual fee for more than three months. Membership terminates with effect on the day the exclusion decision is delivered.
 - c) termination of the association.
6. Due to termination of membership, no member has the right to reimbursement of previously paid fees under these bylaws.

Article IV

Members' Meeting

1. The members' meeting is the highest body of the association, consisting of all members of the association. Each member participates in the meetings of the members' meeting through its authorized representative.
2. The members' meeting is responsible for:
 - a) deciding on the basic direction of cooperation among members and the association's activities in accordance with Article II of these bylaws;
 - b) approving the association's budget for the calendar year and the report on financial management for the preceding year;
 - c) approving rules and procedures to be applied by members in the field of packaging management;
 - d) election and recall of members of the board;
 - e) deciding on amendments to these bylaws;

- f) deciding on the amount of the annual fee;
 - g) deciding on the dissolution of the association with liquidation, appointment and recall of the liquidator, including determination of their remuneration and approval of the proposed distribution of the liquidation surplus;
 - h) deciding on other matters within its competence as set forth in these bylaws or which the members' meeting reserves for itself.
3. The members' meeting is called by the board at least once a year by written invitation sent at least 14 days before the date of the meeting to all members, by electronic mail (e-mail) or, if the member has previously expressed interest, via data box. The written invitation must contain the place, date and time of the members' meeting, the proposed agenda and, if applicable, proposed resolutions for individual agenda items.
 4. Members may propose additions to the agenda of the members' meeting beyond the circulated invitation and submit proposals and counterproposals for individual agenda items. The member must submit the proposal for agenda additions (by letter or email) at least 5 days before the members' meeting to the board. The board shall distribute any received proposals for agenda additions (by letter or email) to all members at the latest 3 days before the members' meeting; the members' meeting shall decide on the acceptance of these proposals.
 5. Matters not included in the proposed agenda of the members' meeting may be discussed at the members' meeting only with the consent of all members present at the meeting.
 6. Each member has one vote in voting, unless otherwise provided by these bylaws.
 7. The members' meeting has a quorum if members representing at least 1/2 of all votes are present. If the members' meeting does not have a quorum, the board shall call a replacement meeting as set forth in paragraph 3.
 8. A replacement members' meeting has a quorum regardless of the number of members present.
 9. The members' meeting decides by a simple majority of votes of present members, unless these bylaws require a higher number of votes.
 10. The members' meeting is chaired by the president of the board.
 11. The board shall call a members' meeting if requested by members representing at least 1/3 of all votes. The request must specify the proposed agenda items and, if applicable, the proposed wording of the resolution. If the board does not call the members' meeting within 30 days of receipt of the members' request, any member who requested the calling of the members' meeting may call it.
 12. The board is obliged to prepare minutes of the members' meeting within one month and distribute them to all members.
 13. Members may make decisions outside of members' meetings. In such a case, the person authorized to call the members' meeting shall submit to the members a written proposed resolution with notification of the period during which they must express their position. If a member does not express itself in writing within the stated period, it is deemed not to have agreed. The person who submitted the proposed resolution shall then announce the voting results to individual members. The majority is calculated from the total number of votes of all association members. The written form is preserved if the relevant proposals and statements are made by email.

Article V

Board of Directors

1. The board is the executive and statutory body of the association, which in particular prepares proposals for submission to the members' meeting, establishes expert and working bodies of the association, supervises the financial management of the association, and proposes to the members' meeting the amount of the annual fee. The board further establishes the individual principles of the association's policy and ensures implementation of this policy. The board prepares and approves proposals, opinions, analyses and other materials with which the association addresses central government bodies and institutions, as well as press releases of the association. The board is guided in its activities by the decisions of the members' meeting.
2. The board has five members. Members of the board are elected and recalled by the members' meeting on nomination by members of the association; this does not affect the provision of paragraph 6. A member of the board may only be a person nominated by a member of the association; membership in the board requires an employment relationship or other form of activity in the organization that nominated this person to the board.
3. The board elects from among its members a president and a vice-president, who shall substitute for the president during his absence. The vice-president shall also represent the president by mutual agreement or if the president is unable to perform his duties for any reason. The president of the board is authorized to take measures in urgent cases that would otherwise be the responsibility of the board. These measures must be submitted by the president to the board for approval at its next meeting. If these measures are not approved by the board at its next meeting, they shall terminate on the date of the meeting.
4. The term of office of board members is two years. Re-election is possible. If the members' meeting does not elect new members before the expiration of the term of office of the board members, the term of office of the current members is extended until the next meeting of the members' meeting.
5. A board member may resign from office by written notice to the board, for the avoidance of doubt, email is sufficient. A board member shall immediately resign from office if his employment relationship or activity in the organization that is a member of the association terminates. The board shall discuss the resignation of a board member at its first meeting after learning of the resignation. In case of resignation of a board member, the performance of his duties ends on the day when the board discussed or should have discussed the resignation.
6. The board, whose number of members elected by the members' meeting has not fallen below three, may appoint replacement members until the next meeting of the members' meeting, which shall elect the appointed member or elect another natural person. The board is authorized to appoint replacement members of the board only to the extent that the total number of board members does not exceed the limit set out in paragraph 2.
7. Board meetings are held as needed.
8. Board meetings are called by its president, or in his absence by the vice-president. The call is made by invitation stating the place, date, time and agenda of the meeting. The invitation may be sent by email. Matters not listed in the invitation may be discussed at a board meeting if agreed by a simple majority of all board members.
9. The president of the board is obliged to call a board meeting whenever requested in writing by any board member, provided the request is justified by the interests of the association and contains proposed agenda items. If the president does not call the meeting within 5 (in words: five) days of receipt of the request, any board member may call it.
10. The board has a quorum if all its members were properly invited to the meeting and the meeting is attended by a simple majority of board members. The board decides by a simple majority of votes of present members. In case of a tie, the proposal is considered approved if voted for by the president or, in the absence of the president, the vice-president who is substituting for him.

11. The board may also make decisions outside of meetings (per rollam) based on written voting or voting by electronic communication means (email). In such a case, all board members must express themselves on the proposed decision, and the decision must be accepted by a simple majority of all board members. Decisions made outside of meetings must be included in the minutes of the next board meeting. The president of the board, or the vice-president substituting for him according to paragraph 8, shall ensure all organizational activities related to board decision-making outside of meetings.
12. Membership in the board of the association is an honorary (unpaid) function.

Article VI

Representation

1. The association is represented by the president and vice-president of the board, each acting independently.
2. The association is represented by signature in such a manner that the signatory appends his signature to the written or printed name of the association, his name and function.

Article VII

Secretary and Working Bodies

1. The board appoints a secretary of the association. The secretary in particular maintains the register of members, records of income and expenses of the association, prepares documents for the proposed budget and for evaluation of its implementation, operates and maintains the association's website, and ensures routine correspondence with members. The secretary further performs further activities according to the board's instructions.
2. The relationship between the association and the secretary is governed as appropriate by the provisions on a mandate contract under the commercial code; the association and the secretary shall generally conclude a written mandate contract.
3. The board may, by its decision, establish additional working bodies of the association. At the same time as deciding to establish a working body, the board shall also decide on its establishment, competence, quorum, decision-making, and any other issues relating to the body in question.

Article VIII

Property Relations

1. The association is a legal entity that is liable with its property for failure to meet its obligations.
2. Members are not liable for the association's obligations.
3. The association's property consists in particular of annual contributions from members and income from the association's activities.

Article IX

Rights and Obligations of Members

1. Members have the right to participate in the management and supervision of the association's activities at the members' meeting within the scope and manner set forth in the bylaws, in particular to submit proposals, present opinions, raise questions to the board or to members of individual working bodies.
2. Members have the right to request information about association matters and to look into the association's documents.
3. Members have the right to receive services arising from the association's activities in accordance with and under conditions set by the association's bodies.
4. Members are obliged to comply with resolutions adopted by the association's bodies and to pay the annual fee in full and on time, the amount of which is determined by the members' meeting for each calendar year. The annual fee is payable by 31 January of the respective calendar year to the association's account.
5. In case of default in payment of the annual fee, the member loses the right to vote in the association's bodies during the period of default. In case of default lasting longer than three months, the board may decide to exclude the member from the association.

Article X

Dissolution and Termination of the Association

1. The association terminates by removal from the registration of associations.
2. Liquidation precedes the termination of the association.
3. A decision to dissolve the association requires the consent of 3/4 of all votes.
4. The liquidation of the association is governed as appropriate by the general provisions of the commercial code regarding the liquidation of commercial companies, unless these bylaws provide otherwise.
5. The property surplus resulting from liquidation (liquidation surplus) shall be distributed among members in proportion to the amount of all contributions paid by each member for the entire duration of its membership in the association, unless, as part of the decision to dissolve the association, it is decided to transfer the liquidation surplus to another entity.

(signed)

Hana Zmítková

President of the Board