

STATUTES OF RVGC

PART I

General Provisions

Article 1

Name and Registered Office

1. The name of the association is: **Royal Valley Golf Club** (hereinafter referred to as “**RVGC**”).
2. The registered office of the association is: **Palisády 33, 811 06 Bratislava**.
3. The association is established for an indefinite period of time.
4. RVGC is a legal entity registered in the **Register of Associations of the Ministry of the Interior of the Slovak Republic**.

Article 2

Legal Status, Main Purpose and Scope of Activities of RVGC

1. RVGC is a voluntary association of citizens within the meaning of **Act No. 83/1990 Coll. on the Association of Citizens**. Both natural persons and legal entities may become members of RVGC.
2. RVGC is an independent, apolitical, and non-commercial association of natural persons and legal entities.
3. The general purpose and mission of RVGC is the development of golf, the association of golf players, the education of new golfers, and the improvement of existing golfers. The purpose and mission of RVGC also include creating the basic conditions for its members to play golf within the framework of the **Slovak Golf Association** (hereinafter referred to as “**SKGA**”).
4. RVGC represents the sporting interests of its members in relation to other golf clubs and to SKGA.
5. RVGC brings together its members and acts on their behalf for the protection and promotion of their common interests and objectives. Its activities are focused primarily on the following areas:

- in cooperation with other SKGA entities and golf facilities, participation in sports activities organized within the framework of SKGA;
- creating technical, organizational, and material conditions to ensure golf activities at its sports facilities;
- registration of players with SKGA in accordance with the conditions applicable to player registration in SKGA;
- maintaining records of members;
- management of its own assets;
- supporting the development of the golf course and material conditions for playing golf, including the establishment and operation of a golf school (golf academy), and organizing green card courses (playing authorization);
- obtaining financial resources for the development of golf in the region, as well as for the protection and enhancement of the natural environment, especially in the vicinity of the municipality of **Malý Slavkov**;
- creating premises and providing related services, as well as ensuring all necessary technical and organizational conditions for various forms of business and private meetings of its members or persons interested in membership, obtaining information, exchanging views, and educating business communities and entrepreneurs in the field of golf (sport);
- organizing various social events aimed at promoting the diverse business activities of RVGC members and business entities, as well as promoting golf as a recreational and sporting activity.

...payment of the membership fee shall temporarily lose the right to vote and the right to be elected at the General Assembly for the duration of such arrears. If the membership fee is not paid within the time limit specified in **Part IV, Article 2** of these Statutes, membership in RVGC shall automatically terminate upon the expiry of an additional one-month grace period.

3. In the event of termination of membership in RVGC pursuant to these Statutes, the member shall not be entitled to claim reimbursement of membership fees, including any membership fee already paid for the respective calendar year.
4. A member of RVGC shall participate in the activities of RVGC and its bodies.

5. The basic duty of an RVGC member is to comply with the Statutes, regulations, disciplinary rules, internal guidelines of RVGC, implement resolutions of the bodies of RVGC, and refrain from acting in a manner detrimental to the interests of RVGC. Members of RVGC are also obliged to provide the bodies of RVGC with materials and information necessary for the fulfilment of its tasks and objectives, assist in achieving the purposes of RVGC, actively participate in the work of RVGC, assist the bodies of RVGC, and protect the assets of RVGC.
6. All members of RVGC are obliged to pay membership fees in accordance with **Part IV, Article 2** of these Statutes. Honorary members shall not be obliged to pay membership fees to RVGC.
7. All members are obliged to comply with the decisions of the General Assembly, the Presidium, and other bodies of RVGC, internal regulations, as well as the rules of golf and golf etiquette.

PART III

Bodies of RVGC

Article 1

Structure of the Bodies and Definition of Their Competences

1. The bodies of the association shall consist of:
 - a) the **General Assembly**;
 - b) the **Council of Founding Members**;
 - c) the **President of the Association** and the **Presidium of the Association**.
2. The Council of Founding Members shall consist of natural or legal persons who founded RVGC.
3. The Presidium shall be elected by direct election at the General Assembly.
4. The President of the Association shall be elected from among the members of the Presidium by a majority vote of the members of the Presidium.

Article 2

General Assembly

1. The highest body of the association is the **General Assembly** (hereinafter referred to as the “**GA**”), consisting of all ordinary members of the association.
2. The GA shall meet at least once per year and shall be convened by two members of the Presidium or by the President.
3. The GA shall be convened by written invitation at least **10 days in advance**. The invitation to the GA meeting must include the date, time, venue, and agenda of the GA. Supporting materials for discussion relating to the individual agenda items shall be attached to the invitation.
4. An extraordinary meeting of the General Assembly may be convened by the President or two members of the Presidium whenever necessary or upon the written request of **three-quarters (3/4)** of the ordinary members of RVGC or the entire Council of Founding Members. The provisions of paragraph 3 of this Article shall apply mutatis mutandis to the method of convening such meeting.
5. The General Assembly shall constitute a quorum if a majority of all ordinary members of RVGC are present at the meeting. The existence of quorum shall be determined by the President or a member of the Presidium at the beginning of the meeting, and once established, such quorum shall remain valid for the entire duration of the meeting.
6. A resolution of the General Assembly shall be adopted if approved by a majority of the ordinary members of RVGC present at the meeting.
7. The adoption of a resolution pursuant to paragraph 11 of this Article shall require the consent of a majority of votes of all ordinary members of the association.
8. The repeal of an adopted resolution shall require the consent of a majority of votes of all ordinary members of the association together with a positive decision of the Council of Founding Members.
9. Founding members of RVGC shall have **50 votes** during voting. Other members shall have a number of votes corresponding to the type of membership for which they have paid. Types of membership and the number of votes associated with them shall be determined in the internal regulations of RVGC, unless otherwise provided by these Statutes.
10. Minutes of the General Assembly meeting shall always be delivered to RVGC members no later than **15 days** from the date of the meeting.

11. The powers of the General Assembly shall include, in particular:

- a) approval of amendments to the Statutes of RVGC;
- b) deciding on the voluntary dissolution of RVGC and the appointment of a liquidator;
- c) electing members of the Presidium.

Article 3

Council of Founding Members

1. The founding members of RVGC are:

a. **Ing. Marek Morgenstern**, born on 26 August 1977, identification number: 770826/8392, permanently residing at Palisády 1158/33, 811 06 Bratislava;

b. **Ing. Martin Hantabál**, born on 18 November 1969, identification number: 691118/8086, permanently residing at Palisády 1158/33, 811 06 Bratislava;

c. **Ing. Peter Kret**, born on 21 January 1976, identification number: 760121/8383, permanently residing at Javorová 5743/17, 902 01 Pezinok;

d. **CompanyService, s.r.o.**, Company ID No.: 35 874 872, with its registered office at Palisády 33, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sro, File No. 30587/B;

e. **WBA, a.s.**, Company ID No.: 44 621 175, with its registered office at Palisády 33, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sa, File No. 4706/B;

f. **DPD Investičná, a.s.**, Company ID No.: 35 938 471, with its registered office at Palisády 33, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sa, File No. 3605/B;

g. **WBA Property Development, s.r.o.**, Company ID No.: 36 412 538, with its registered office at Palisády 33, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sro, File No. 45132/B;

h. **Palisády 33 s.r.o.**, Company ID No.: 35 966 891, with its registered office at Palisády 33, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sro, File No. 38484/B;

i. **DPD Services, a.s.**, Company ID No.: 36 416 118, with its registered office at Šulekova 2, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sa, File No. 3540/B;

j. **CompanyLease, s.r.o.**, Company ID No.: 36 701 441, with its registered office at Palisády 33, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sro, File No. 43207/B;

k. **REA Tatry, s.r.o.**, Company ID No.: 36 755 737, with its registered office at Šulekova 2, 811 06 Bratislava, registered in the Commercial Register of the District Court Bratislava I, Section Sro, File No. 45195/B.

2. The founding members shall form the **Council of Founding Members**. The founding members of RVGC shall enjoy the following benefits and rights, which may not be restricted, excluded, or abolished:

a) if so decided by a majority exceeding one-half of all founding members within the Council of Founding Members, the founding members shall jointly have the **right of veto** with respect to resolutions adopted by the General Assembly;

b) founding members shall further be entitled to special discounts and concessions in the payment of annual membership fees to RVGC and to other benefits as may be determined by the Presidium of RVGC.

3. In the event that a majority of the Council of Founding Members exercises the right of veto within the meaning of paragraph 2 of this Article of the Statutes, the resolution adopted by the General Assembly shall not enter into force. If a majority of the founding members is not present at the meeting of the General Assembly, such majority may additionally express its approval or objection to the matter in writing within **15 days** from the date of the General Assembly meeting. The lapse of this period without effect shall not be deemed approval by the majority of the founding members.

4. By unanimous decision of all members of the Council of Founding Members, a new member may be admitted to the Council of Founding Members or a member may be excluded therefrom, in particular, but not exclusively.

Article 4

President

1. The President of the association shall be elected by the Presidium through direct election for a term of **10 years**. Only a natural person may serve as President. The President may be re-elected to the office repeatedly.

2. The President shall be the statutory representative of the association. The President shall act on behalf of the association. When acting on behalf of the association, the President shall sign by attaching their name and title to the printed or written name of the association together with their handwritten signature. In the absence of the President, two members of the Presidium acting jointly shall act on behalf of the association.
3. In the performance of their duties, the President shall be accountable to the Presidium, which may remove the President from office at any time for a breach of the Statutes.
4. The President shall have the following powers:
 - a) to submit to the General Assembly a draft action plan of the Presidium of the association and propose solutions to individual issues; to prepare materials for the deliberations of the General Assembly in accordance with the previously approved action plan for a period of one calendar year;
 - b) to direct the activities of the Presidium;
 - c) to chair meetings of the General Assembly and the Presidium;
 - d) to represent RVGC in dealings with state authorities, organizations, business entities, legal entities, and natural persons;
 - e) to sign agreements and contracts on the basis of decisions of the Presidium;
 - f) to be accountable to the Presidium for the management of the association's financial resources and, together with the other members of the Presidium, to hold specimen signature authority;

Article 5

Presidium

1. The Presidium of RVGC shall consist of **three members** elected by the General Assembly.
2. Only a natural person may be a member of the Presidium. An honorary member of the association may not serve as a member of the Presidium.
3. The Presidium shall consist of the President and two members elected by the General Assembly for a term of **10 years**. Members of the Presidium may be re-elected to their offices repeatedly.

4. A member of the Presidium may resign from office; however, such member shall be obliged to notify the President thereof. The term of office shall terminate on the date on which the resignation is considered by the Presidium. The Presidium shall be obliged to consider the resignation within **15 days** from the date on which it became aware thereof and shall notify the General Assembly of such fact within the prescribed period. The General Assembly shall be obliged to elect a new member of the Presidium within **30 days** from notification of such fact by the Presidium.
5. Meetings of the Presidium shall be convened by its chairperson in accordance with the interests and needs of the association.
6. Meetings of the Presidium shall be chaired by the President.
7. Written minutes shall be prepared from each meeting of the Presidium, including a record of voting on individual agenda items as well as the content of motions submitted.
8. The Presidium shall constitute a quorum if all of its members are present. Adoption of a resolution shall require the consent of a majority of votes of all members. Resolutions shall be adopted by open voting. Each member of the Presidium shall have one vote.
9. The Presidium shall be accountable for its activities to the General Assembly.
10. The powers of the Presidium shall include, in particular:
 - a) deciding on the admission and expulsion of members from RVGC;
 - b) deciding on all conceptual and fundamental matters relating to the management of RVGC;
 - c) electing and dismissing the President of RVGC;
 - d) deciding on the amount of membership fees according to the type of membership;
 - e) determining the direction of RVGC's activities;
 - f) managing the assets of RVGC and deciding on the disposal and administration of RVGC assets;
 - g) approving the budget of RVGC;
 - h) approving the annual financial statements of RVGC;
 - i) resolving and mediating disputes arising within RVGC;

j) performing all other functions and tasks not expressly entrusted to another body of RVGC, where their resolution is necessary for the proper functioning of RVGC.

11. A member of the Presidium or the President may be removed by a unanimous decision of the Presidium (in which the person concerned shall not vote), provided that such member demonstrably acts contrary to the law or the interests of the association.

12. The Presidium shall meet at any time upon request of at least two members of the Presidium; otherwise, it shall meet at least once every six months. Members of the Presidium shall be informed in writing of the meeting agenda. Invitations shall be sent no later than **15 days** prior to the scheduled meeting date; however, meetings may also take place notwithstanding non-compliance with this provision, provided that all members of the Presidium consent thereto.

Article 6

Secretary General of RVGC

1. The Presidium shall appoint a manager responsible for the coordination and implementation of RVGC tasks. The **Secretary General of RVGC** shall ensure the administration and operational management of RVGC.
2. The detailed scope of duties performed by the Secretary General of RVGC shall be determined by the Presidium of RVGC.

PART IV

Assets and Financial Management of RVGC, Membership Fees

Article 1

Sources of Assets

1. The assets of RVGC shall derive in particular from:
 - a) membership fees and contributions;
 - b) proceeds from sponsorship and advertising agreements;
 - c) income from sporting, cultural, and social activities;

- d) monetary donations, grants, sponsorship donations, and contributions;
 - e) rental of movable property;
 - f) purchase and sale of golf equipment and articles;
 - g) other income.
2. Financial management shall be conducted on the basis of a budget approved by the Presidium, always in advance for the relevant calendar year.
 3. Financial resources within the approved budget may be disposed of jointly by the President and one member of the Presidium.
 4. The costs of the organizational activities of RVGC shall be covered primarily from membership fees.
 5. The acquisition and disposal of movable property of RVGC, as well as expenditures exceeding the approved budget within available funds, shall be decided upon by the Presidium by a **100% vote of all Presidium members**.

Article 2

Membership Fees

1. Membership fees constitute funds intended for the fulfilment of the organization's core activities. Their amount for the respective calendar year shall be approved by the Presidium together with the approval of the relevant annual budget of RVGC.
2. Approval of the budget and the amount of annual membership fees shall be subject to the consent of the golf course owner.
3. Membership fees shall be payable by **31 March of the current year for the following year**. A founding member of RVGC shall be obliged to pay the membership fee within **two weeks** from the registration of RVGC.
4. Newly admitted members shall be obliged to pay the membership fee within **five days** from the approval of their membership.
5. The rights of RVGC members arising under these Statutes shall be conditional upon payment of membership fees.
6. Failure to pay the membership fee shall constitute grounds for expulsion from RVGC.

Article 3

Financial Year and Annual Financial Statements

1. The financial year of RVGC shall correspond to the calendar year.
2. Each year, within **two months** after the end of the financial year, the Presidium of RVGC shall prepare and simultaneously approve the annual financial statements. The annual financial statements must be approved by a **100% vote of all members of the Presidium**.
3. The Presidium shall ensure that the annual financial statements, annual report, and draft budget are made available at the club secretariat at least **one month** prior to the General Assembly at which they are to be discussed. Club members may inspect these documents and obtain copies thereof upon payment of a fee determined by the Presidium.

PART V

Dissolution of the Association and Distribution of Assets

Method of Dissolution of the Association

1. RVGC may cease to exist in the following ways:
 - a) by a decision of the General Assembly on the voluntary dissolution of the association;
 - b) by a final decision of the **Ministry of the Interior of the Slovak Republic** on its dissolution in the manner provided for under generally binding legal regulations.
2. In the event of dissolution of RVGC, the General Assembly shall appoint a liquidator, approve the method of distribution of assets among the remaining members of the association, and settle all liabilities and receivables of the association.

PART VI

Final Provisions

1. Until the election of the Presidium, its functions shall be performed by the preparatory committee of the association.

2. These Statutes shall enter into force on the date of their approval by the founding General Assembly of the association.
3. These Statutes shall become effective upon their approval by the **Ministry of the Interior of the Slovak Republic**. The Statutes may be amended or supplemented exclusively by decision of the General Assembly in the form of written and duly numbered amendments.
4. Matters not governed by these Statutes shall be subject to the relevant provisions of the applicable laws of the **Slovak Republic**.

In Bratislava, on 15 December 2023

Certified as a true and complete version by

Ing. Marek Morgenstern
President of RVGC