

BYLAWS OF SIETAR POLSKA

Chapter 1 General provisions

§ 1

1. SIETAR Polska, hereinafter referred to as the “Society”, is a non-profit non-governmental organisation and member of the global SIETAR network.
2. The Society has been established for perpetual duration. The Society has legal personality. It operates on the basis of the law applicable in the Republic of Poland, including but not limited to the Associations Law (Journal of Laws of 1989 no. 20, item 104, as amended) and these bylaws.

§ 2

The registered office of the Society is situated in Wrocław. The Society may operate in the Republic of Poland and abroad.

The location of SIETAR Polska’s office is determined by the Management Board of the Society.

§ 3

The Society shall use an emblem that distinguishes it from other organisations. The model emblem is displayed in the appendix to these bylaws.

Chapter 2 Purpose and values

§ 4

1. The Society’s purpose is:
 - a. to develop intercultural awareness and sensitivity,
 - b. to promote the idea of intercultural understanding,
 - c. to define work standards for intercultural communication professionals,
 - d. to facilitate education and research in the field of intercultural communication,
 - e. to promote integration within professional circles,
 - f. to preserve national traditions, cultivate the Polish spirit and develop national, civic and cultural consciousness,
 - g. to protect the interests of national minorities,
 - h. to support the development of local communities,
 - i. to promote science, education and instruction,
 - j. to promote culture and arts and protect cultural property and traditions,
 - k. to promote European integration, communication and cooperation between societies,
 - l. to promote and organise volunteering.
2. The Society is pursuing these goals through:
 - a. cooperation with academic institutions and other organisations whose activities are concerned with intercultural issues,
 - b. providing a forum for the exchange of experience between intercultural communication experts,
 - c. publishing materials on interculturality and exchanging experience at national and international meetings and conferences,
 - d. cooperation with other national and international organisations whose activities are concerned with intercultural communication through shared education, exchange of experience, travels, joint projects, etc.,
 - e. organising contests, trainings, seminars and publishing materials for members of the Society,
 - f. creating a dedicated information platform for members of the Society.

3. The activities specified in Section 4 Clause 1 are intended to benefit members and non-members of the Society alike.
4. The Society follows the values expressed in the Universal Declaration of Human Rights and the Convention on the Rights of the Child.

Chapter 3 Members

§ 5

1. Membership of SIETAR Polska is open to natural and legal persons. Legal persons may only act as supporting members of the Society.
2. The Society has the following types of members:
 - a. ordinary members,
 - b. supporting members,
 - c. honorary members.

§ 6

1. Any natural person of full age who is a Polish or foreign citizen residing in Poland or abroad, has full legal capacity and has not been deprived of their civil rights may become an ordinary member of the Society. In order to become an ordinary member of the Society you must:
 - submit a written membership declaration with an application for membership;
 - pledge to work towards the goals of the Society outlined in these bylaws;
 - be approved by the Management Boars (admission decision);
 - pay membership fees due for the first period of membership of the Society.
2. The Management Board admits new members to the Society by an absolute majority of votes not later than two months after the candidate submits their declaration.
3. Any natural or legal person who is interested in the Society's activities or wishes to provide it with financial support or promote its objectives may become a supporting member of the Society. The status of supporting member is granted after the candidate makes a declaration of will before the Management Board of the Society which shall subsequently adopt an appropriate resolution. The same procedure shall apply when the supporting member ceases to hold its status. The type and means of support to be provided by a supporting member shall be agreed with the Management Board of the Society.
4. Any natural person who has rendered exceptional service to the Society may become an honorary member of the Society. The title of honorary member is awarded under a resolution of the General Meeting at the request made by the Management Board or at least 6 members of the Society.

§ 7

Ordinary members shall be obliged to:

- a. participate in the activities of the Society and the pursuit of its goals,
- b. attend General Meetings of Members,
- c. comply with these bylaws and resolutions adopted by the governing bodies of the Society,
- d. regularly pay their membership fees.

§ 8

Ordinary members shall be entitled to:

- a. participate passively or actively in the election of members of the governing bodies of the Society,
- b. benefit from the output and all forms of activities of the Society,
- c. participate in meetings, lectures and events organised by the Society,
- d. make suggestions about the activities of the Society.

§ 9

1. Supporting and honorary members shall have no passive nor active right to vote in the elections, however, they may give advice to the governing bodies of the Society on matters covered by these bylaws. In other respects, they shall enjoy the same rights as ordinary members.
2. Supporting members shall fulfil the commitments taken on, comply with these bylaws and any resolutions of the governing bodies of the Society that may apply to them.
3. Honorary members shall be exempt from payment of membership fees.

§ 10

No member of the Society may derive any financial benefits from the activities of SIETAR Polska.

§ 11

1. Members of the Society shall fill out a written membership declaration and pay annual membership fees.
2. The amount of the membership fee shall be determined by the General Meeting of Members of the Society.

§ 12

1. A member shall cease to be a member of the Society if:
 - a. they submit a written resignation from membership to the Management Board,
 - b. they are disqualified by the Management Board due to unjustified default on membership fee payments or other liabilities for more than three months,
 - c. they are disqualified by the Management Board due to gross breach of these bylaws or failure to comply with the decisions and resolutions of the General Meeting of Members of the Society.

Chapter 4 Governing bodies

§ 13

1. The Society's governing bodies shall include:
 - a. General Meeting of Members,
 - b. Management Board,
 - c. Audit Committee.

§ 14

1. The Management Board and the Audit Committee shall be elected in open voting for a term of two years out of an unlimited number of candidates. Members elected to serve in the governing bodies of the Society may be re-elected for any number of terms. Members of the governing bodies of the Society may be dismissed at the request of the General Meeting of Members.
2. In the event a vacancy occurs in any of the governing bodies of the Society during its term, new members may be added by co-option. New members shall be recruited out of the candidates who have not been elected during previous elections to that body according to the number of votes obtained by them. No more than half of the members of the governing body may be recruited as above.

General Meeting of Members

§ 15

1. The General Meeting of Members shall be the supreme governing body of the Society.

2. The General Meeting of Members may be ordinary or extraordinary.
3. An Ordinary General Meeting shall be convened by the Management Board by notice to its members specifying the time, location and agenda of the meeting. A notice of Ordinary General Meeting shall be provided at least 28 days before the scheduled date of the meeting. If the quorum is not present at a meeting, the meeting shall be rescheduled for the same day, however, not earlier than 30 minutes after the time scheduled originally, irrespective of the number of members present thereat.
4. The General Meeting shall proceed in accordance with the regulations adopted by it.
5. An Extraordinary General Meeting shall be convened by the Management Board:
 - a. at its discretion,
 - b. at the request of members of the Audit Committee,
 - c. at the written request of at least 1/3 of ordinary members of the Society.
6. The Management Board shall convene the Extraordinary General Meeting of Members not later than one month after the receipt of the relevant request. If the Management Board fails to convene the General Meeting of Members in accordance with these bylaws, the meeting may be convened by the Audit Committee.
7. The Extraordinary General Meeting of Members shall consider only such matters for which it has been convened.
8. The General Meeting shall adopt resolutions by a simple majority of votes cast in open voting in the presence of at least 1/3 of members authorised to vote if the meeting takes place at the time originally scheduled or irrespective of the number of members present if the meeting has been rescheduled unless otherwise stated herein.
9. Each member shall be entitled to one vote.

§ 16

1. The General Meeting of Members shall be authorised to:
 - a. determine the principal directions for action and development of the Society,
 - b. approve the application of membership fees,
 - c. elect and dismiss members of other governing bodies of the Society,
 - d. adopt a resolution on the dissolution of the Society,
 - e. adopt resolutions on amendments to these bylaws,
 - f. adopt resolutions acknowledging the fulfilment of duties by the Management Board,
 - g. appoint honorary members.
2. In order to dismiss a member of the Management Board before their term expires, the General Meeting shall adopt a resolution by a qualified majority of 3/5 of votes.
3. Any amendment to these bylaws shall be made under a resolution of the General Meeting adopted by a majority of 2/3 of votes cast by members present thereat.

Management Board

§ 17

1. The Society shall be directed by the Management Board. The Management Board shall be composed of 3 or 5 members. The Management Board shall always have a President, Vice President and a Treasurer.
2. The members of the Management Board shall be elected by the General Meeting of Members in open voting by a simple majority of votes. The General Meeting of Members may resolve to vote by secret ballot.
3. The Management Board shall direct the overall activities of the Society, represent it before third parties and act on its behalf in accordance with these bylaws and resolutions of the General Meeting of Members.

§ 18

The Management Board shall convene on as needed basis, however, at least once every six months. Meetings of the Management Board shall be convened by the President or Vice President acting on the President's behalf.

§ 19

The Management Board shall adopt resolutions by an absolute majority of votes in the presence of at least three members of the Management Board. The Management Board may dismiss a member who fails to participate in three consecutive meetings. The Management Board may recruit new members by co-option.

§ 20

The Management Board shall be authorised to:

- a. direct the day-to-day operations of the Society,
- b. implement resolutions of the General Meeting of Members,
- c. manage the property of the Society,
- d. plan and manage finances,
- e. represent the Society before third parties and act on its behalf,
- f. admit and disqualify members of the Society,
- g. convene the General Meeting of Members,
- h. hire employees necessary for the fulfilment of objectives of the Society,
- i. appoint and dismiss standing or ad hoc teams, committees, sections, etc. and determine their duties and personal composition.

Audit Committee

§ 21

1. The Audit Committee is appointed to supervise the activities of the Society.
2. The Audit Committee shall be composed of 3 members who shall elect a chair out of their number.

§ 22

The Audit Committee shall be authorised to:

- a. supervise the overall activities of the Society,
- b. review the performance of the Management Board, including the annual report and balance sheet,
- c. submit reports to the General Meeting of Members with a review of the activities of the Society and its Management Board, appeal to the General Meeting of Members for acknowledgement of the fulfilment of duties by the Management Board,
- d. request dismissal of the Management Board or its individual members in the case of their inaction,
- e. request that an Extraordinary General Meeting of Members be convened.

§ 23

1. In order to fulfil its supervisory duties the Audit Committee shall be authorised to:
 - a) require the Management Board to present all records on the Society's activities,
 - b) require the members of the Management Board to make a written or oral declaration concerning the activities of the Society.
2. No member of the Audit Committee may be a member of the Management Board or employee of the Society.
3. A member of the Audit Committee:

- a) may not act as member of the executive body or be in a marital relationship or cohabitation with any such member or be related to them by consanguinity or affinity or be their subordinate,
- b) may not have a final conviction for any indictable offence committed wilfully or tax fraud,
- c) may be reimbursed for reasonable expenses incurred in connection with their function in the Audit Committee or receive compensation which cannot exceed the average monthly salary paid in the business sector in the previous year as announced by the President of the Central Statistical Office of Poland.

§ 24

1. The Audit Committee shall convene on as needed basis, however, at least once every year. Meetings of the Committee shall be convened by the chair of the Audit Committee.
2. The Audit Committee shall adopt resolutions by an absolute majority of votes in the presence of all the members.
3. The term of the Audit Committee shall expire after the elapse of 30 days from the election of a new Audit Committee. Until then the previous Audit Committee shall continue to fulfil its duties.

Chapter 5 Property and finances

§ 25

1. The account and budget of the Society shall be subject to review by 2 members of the Audit Committee at least once a year.
2. The written findings from such review shall be submitted to the Management Board not later than 14 days before the General Meeting of Members.

§ 26

1. The property of the Society includes real estate, movable property, funds and rights to intangible goods.
2. The property of the Society shall be made up of membership fees, proceeds from movable property and real estate, proceeds from its authorised activities and business as well as donations, subsidies, gifts and bequests.
3. The proceeds from the authorised activities shall be used for the fulfilment of the objectives specified in these bylaws.

§ 27

1. The funds of the Society shall be held in its bank accounts. A signature of the President or Treasurer will be required for administering the Society's accounts.
2. The Society shall run its finances in accordance with applicable regulations.
3. Any decisions on acquisition, disposal or encumbrance of the Society's property shall be taken at the discretion of the Management Board.
4. The Society may not:
 - a) grant loans or use its property as security for payment of any liabilities of its members, members of its governing bodies or its employees or any individuals with whom the members of its governing bodies or employees are in a marital relationship or cohabitation or with whom they are related by direct or lineal consanguinity or affinity up to second degree or with whom they are related by adoption, custody or guardianship, hereinafter referred to as the "next of kin",
 - b) transfer its property to its members, members of its governing bodies or its employees or their next of kin on terms other than those applied in the case of transfer to third parties, in particular where such transfer is made without compensation or on preferential terms,

- c) use its property for the benefit of its members, members of its governing bodies or its employees or their next of kin on terms other than those applied in the case of use for the benefit of third parties, unless such use is required for the purposes specified in the bylaws of the Society,
- d) purchase goods or services from entities in which its members, members of its governing bodies or its employees or their next of kin participate on terms other than those applied in transactions with third parties or at prices that exceed market prices.

Manner of representation

§ 28

Representations on behalf of the Society, including representations related to its property, shall be made by three members of the Management Board acting jointly.

Chapter 6

Amendments to bylaws and dissolution

§ 29

Any amendments to the bylaws of the Society shall be made under a resolution of the General Meeting as specified in Section 16 Clause 3.

§ 30

1. The General Meeting of Members shall be authorised to adopt a resolution on the dissolution of the Society by a qualified majority of 2/3 of votes cast in the presence of at least half of the members authorised to vote or as otherwise permitted by the law.
2. A resolution of the General Meeting of Members on the dissolution of the Society shall specify the manner of liquidation and distribution of the assets of the Society.

§ 31

Issues not provided for in these bylaws shall be governed by the provisions of the Associations Law.