STATUTE OF SIETAR POLSKA

Statut SIETAR Polska — English translation

TENTATIVE AUTOMATIC TRANSLATION — PLEASE READ

This English version was produced by automatic translation and has not yet been reviewed for legal accuracy.

A final, reviewed version will follow in the coming weeks. Until then, the original Polish Statut SIETAR Polska remains the only binding text.

Chapter I — General Provisions

§ 1

1. The Association named SIETAR Polska — hereinafter referred to as the "Association" — is a non-governmental, non-profit organisation, affiliated with the SIETAR network of organisations worldwide.

2. The Association is established for an unlimited duration. The Association has legal personality. It operates under the law in force in the Republic of Poland, in particular the provisions of the Law on Associations (Journal of Laws of 1989, No. 20, item 104, as amended), and under this Statute.

§ 2

The Association has its registered seat in the Capital City of Warsaw. The Association's area of operation is the Republic of Poland and abroad. The location of the SIETAR Polska office is decided by the Board of the Association.

§ 3

The Association uses an emblem that distinguishes it from other organisations. The design of the emblem is set out in an annex to the Statute.

Chapter II — Goals and Values

§ 4

1. The goals of the Association are:

   a. developing intercultural awareness and sensitivity,

   b. promoting the idea of intercultural understanding,

   c. creating professional standards for people working in intercultural communication,

   d. conducting educational and research activities in the field of intercultural communication,

   e. integrating the professional community,

f. preserving national tradition, cultivating Polish identity, and developing national, civic, and cultural awareness,

g. activities for the benefit of national minorities,

h. activities supporting the development of communities and local societies,

i. science, education, schooling, and upbringing,

j. culture, art, and the protection of cultural heritage and tradition,

k. action in support of European integration and of developing contacts and cooperation between societies,

l. the promotion and organisation of volunteering.

2. To achieve these goals, the Association acts through:

a. cooperation with academic centres and other centres working on intercultural topics,

b. creating a forum for the exchange of experience among professionals working in intercultural communication,

c. producing publications in the field of interculturality and exchanging experience through participation in national and international meetings and conferences,

d. cooperation with other national and international organisations working in intercultural communication, through joint study, exchange of experience, travel, joint projects, etc.,

e. organising courses, training, and seminars, and preparing publications for members of the Association,

f. creating its own knowledge platform for members of the Association.

3. The activities referred to in § 4(1) are not carried out solely for the benefit of the Association's members.

4. The Association shares the values set out in the Universal Declaration of Human Rights and in the Convention on the Rights of the Child.

Chapter III — Members of the Association

§ 5

1. Members of SIETAR Polska may be natural persons or legal entities. A legal entity may only be a supporting member of the Association.

2. The Association has the following categories of members:

a. ordinary members,

b. supporting members,

c. honorary members.

§ 6

1. Any adult natural person — a Polish or foreign citizen, resident in Poland or abroad, possessing full legal capacity and not deprived of public rights under Polish law — may become an ordinary member of the Association. A person may become an ordinary member of the Association upon:

submitting a written membership declaration together with an application for admission as a member;

undertaking to observe the statutory goals of the Association;

obtaining the Board's approval (a decision on admission);

paying the membership fee for the first period of participation in the Association.

2. New members are admitted by the Board of the Association by an absolute majority vote, in a decision taken no later than two months from the date the declaration is submitted.

3. A natural or legal person interested in the Association's activities, in supporting it financially, and in promoting its goals may become a supporting member. Supporting-member status is acquired by submitting a declaration of intent to the Board of the Association, which adopts an appropriate resolution on the matter. Supporting membership ends in the same manner. Supporting members agree the form and type of their support with the Board of the Association.

4. A natural person of particular merit to the Association may become an honorary member. An honorary member is appointed by resolution of the General Assembly, at the request of the Board or of at least 6 members of the Association.

§ 7

Ordinary members are obliged to:

a. take part in the activities of the Association and in the pursuit of its goals,

b. attend General Meetings of Members,

c. observe the Statute and the resolutions of the Association's authorities,

d. pay their membership fees regularly.

§ 8

Ordinary members have the right to:

a. vote and stand for election to the authorities of the Association,

b. benefit from the Association's achievements and from all forms of its activity,

c. take part in meetings, lectures, and events organised by the Association,

d. submit proposals concerning the Association's activities.

§ 9

1. Supporting members and honorary members do not have active or passive voting rights, but may take part with an advisory voice in the statutory work of the Association's bodies; apart from that, they have the same rights as ordinary members.

2. A supporting member is obliged to fulfil the contributions they have declared, and to observe the Statute and the resolutions of the Association's authorities that concern them.

3. Honorary members are exempt from membership fees.

§ 10

No member of the Association should derive material benefit from activities carried out under the SIETAR Polska name.

§ 11

1. Members of the Association are obliged to complete a written membership declaration and to pay the membership fee annually.

2. The amount of the membership fee is decided by the General Assembly of Members of the Association.

§ 12

1. Membership in the Association ends as a result of:

   a. voluntary resignation from membership in the Association, submitted in writing to the Board,

   b. expulsion by the Board for unjustified arrears of more than three months in paying membership fees or other obligations,

   c. expulsion by the Board for a gross violation of the statutory principles, or for failure to comply with the provisions and resolutions of the General Assembly of Members of the Association.

Chapter IV — Authorities of the Association

§ 13

1. The authorities of the Association are:

   a. the General Assembly of Members (Walne Zgromadzenie Członków),

   b. the Board (Zarząd),

   c. the Audit Committee (Komisja Rewizyjna).

§ 14

1. The term of office of the Board and of the Audit Committee is two years. Their members are elected from an unlimited number of candidates by open vote. Members elected to the Association's authorities may hold the same office for any number of terms. Members of the Association's authorities may be recalled at the request of the General Assembly of Members.

2. Should the membership of any of the Association's authorities fall during a term of office, its composition may be supplemented by co-optation. Co-optation is made first from among the unelected candidates for the body concerned, in the order of votes received. No more than half of a body's membership may be filled in this way.

General Assembly of Members

§ 15

1. The supreme authority of the Association is the General Assembly of Members.

2. A meeting of the General Assembly of Members may be ordinary or extraordinary.

3. The Board convenes the Ordinary General Assembly once a year, notifying members of its date, place, and proposed agenda at least 28 days before the Assembly is held. If the required quorum is not present at the meeting, the Assembly is reconvened for a second date on the same day, but no earlier than 30 minutes after the first, regardless of the number of members present.

4. The General Assembly conducts its proceedings according to rules of procedure that it adopts itself.

5. The Board convenes an Extraordinary General Assembly:

a. on its own initiative,

b. at the request of members of the Audit Committee,

c. at the written request of at least 1/3 of the total number of ordinary members of the Association.

6. The Board is obliged to convene an Extraordinary General Assembly of Members no later than one month from the date the request is received. If the Board fails to convene the General Assembly of Members within the deadline or in the manner specified in the Statute, the Audit Committee is the authority entitled to convene it.

7. The Extraordinary General Assembly deliberates only on the matters for which it was convened.

8. Resolutions of the General Assembly are adopted by open vote by a simple majority, in the presence of at least 1/3 of the members entitled to vote at the first date, and at the second date regardless of the number of members present, unless further provisions of the Statute state otherwise.

9. Each member has one vote.

§ 16

1. The competences of the General Assembly of Members include:

a. determining the main directions of the Association's activity and development,

b. approving the allocation of membership fees,

c. appointing and dismissing members of the Association's other authorities,

d. adopting a resolution to dissolve the Association,

e. adopting amendments to the Association's Statute,

f. adopting a resolution on granting discharge (absolutorium) to the Board,

g. appointing honorary members.

2. Dismissing Board members during their term of office requires a resolution of the General Assembly adopted by a qualified majority of 3/5 of the votes.

3. Amendments to the Statute require a resolution of the General Assembly adopted by a majority of 2/3 of the votes of the members present at the vote.

Board

§ 17

1. The Association is directed by the Board. The Board consists of 3 or 5 members. The Board always includes a President (Prezes), a Vice-President (Wiceprezes), and a Treasurer (Skarbnik).

2. The Association's authorities are elected by the General Assembly of Members by open vote by simple majority. The General Assembly of Members may decide to hold a secret ballot.

3. The Board directs the Association's activities as a whole, represents it externally, and acts in its name, in accordance with the Statute and the resolutions of the General Assembly of Members.

§ 18

Board meetings are held as needed, but no less than once every six months. Board meetings are convened by the President, or by the Vice-President on the President's behalf.

§ 19

Resolutions of the Board are adopted, in the presence of at least three Board members, by an absolute majority of votes. The Board may remove a member who fails to take part in its work for three consecutive meetings. The Board may fill vacancies in its membership through co-optation.

§ 20

The competences of the Board include:

a. directing the day-to-day work of the Association,

b. implementing the resolutions of the General Assembly of Members,

c. managing the Association's assets,

d. planning and conducting its financial affairs,

e. representing the Association externally and acting in its name,

f. admitting and expelling members of the Association,

g. convening the General Assembly of Members,

h. employing the staff necessary to carry out the Association's tasks,

i. appointing and dismissing permanent and ad hoc teams, committees, sections, and the like, and determining the scope of their activity, composition, and tasks.

Audit Committee

§ 21

1. The Audit Committee is an authority of the Association established to oversee its activities.

2. The Audit Committee consists of 3 members, who elect a Chairperson from among themselves.

§ 22

The competences of the Audit Committee include:

a. overseeing the Association's activities as a whole,

b. evaluating the Board's work, including its annual reports and financial statements,

c. reporting to the General Assembly of Members, together with an assessment of the activities of the Association and of the Board, and recommending to the General Assembly of Members that discharge be granted to the Board,

d. proposing the dismissal of the Board, or of individual Board members, in the event of its inaction,

e. proposing the convening of an Extraordinary General Assembly of Members.

§ 23

1. To carry out its oversight tasks, the Audit Committee is entitled to:

a) request the Board to produce any documents relating to the Association's activities;

b) request Board members to make written or oral statements relating to the Association's activities.

2. Membership of the Audit Committee may not be combined with holding office on the Board or with an employment relationship with the Association.

3. Members of the Audit Committee:

a) may not be members of the managing body, nor be married to, in a de facto union with, related to, related by marriage to, or in a relationship of official subordination to, a member of the managing body;

b) may not have been convicted by a final judgment of an intentional offence prosecuted by public indictment, or of a fiscal offence;

c) may receive, for performing their function on the Audit Committee, reimbursement of justified expenses or remuneration no higher than the average monthly remuneration in the enterprise sector announced by the President of the Central Statistical Office (GUS) for the preceding year.

§ 24

1. Meetings of the Audit Committee are held as needed, but no less than once a year. Meetings of the Committee are convened by the Chairperson of the Audit Committee.

2. Resolutions of the Audit Committee are adopted, in the presence of all its members, by an absolute majority of votes.

3. The term of office of the Audit Committee ends 30 days after a new Audit Committee is elected. Until then, the outgoing Audit Committee continues to perform its duties.

Chapter V — Assets and Financial Management

§ 25

1. The Association's account and budget must be reviewed by 2 members of the Audit Committee at least once a year.

2. The written findings must be presented to the Board no later than 14 days before the General Assembly of Members.

§ 26

1. The Association's assets consist of real property, movable property, funds, and rights to intangible assets.

2. The Association's assets arise from membership fees, income from its movable and immovable property, income from its statutory and business activities, and from grants, subsidies, donations, and bequests.

3. Income from statutory activities is allocated to the pursuit of the Association's statutory goals.

§ 27

1. All monetary funds may be held only in the Association's own accounts. Operating the Association's bank accounts requires the signature of the President or the Treasurer.

2. The Association conducts its financial affairs in accordance with the applicable regulations.

3. Decisions on acquiring, disposing of, and encumbering the Association's assets are made by the Board.

4. The Association may not:

a) grant loans, or secure obligations with its own assets, to its members, members of its bodies, or its employees, or to persons who are married to, in a de facto union with, or related by direct kinship or affinity, or by collateral kinship or affinity up to the second degree, or connected through adoption, guardianship, or curatorship with, such a member of its bodies or employee (hereinafter “related persons”);

b) transfer its own assets to its members, members of its bodies, or its employees, or to their related persons, on terms other than those applied to third parties, in particular where the transfer is made free of charge or on preferential terms;

c) use its own assets for the benefit of its members, members of its bodies, or its employees, or their related persons, on terms other than those applied to third parties, unless such use follows directly from the statutory purpose of the Association;

d) purchase goods or services from entities in which its members, members of its bodies, or its employees, or their related persons, participate, on terms other than those applied to third parties, or at prices higher than market prices.

§ 28 — Method of Representation

Declarations of intent on behalf of the Association, in particular in matters concerning its assets, require three Board members acting jointly.

Chapter VI — Amendments to the Statute and Dissolution of the Association

§ 29

A resolution to amend the Association's Statute is adopted by the General Assembly, in the manner set out in § 16(3), by an absolute majority of the votes of Members, in the presence of at least half of the members entitled to vote.

§ 30

1. A resolution to dissolve the Association is adopted by the General Assembly of Members by a qualified majority of 2/3 of the votes, in the presence of at least half of the members entitled to vote, or in other cases provided for by law.

2. When adopting a resolution to dissolve the Association, the General Assembly of Members determines the manner of its liquidation and the allocation of the Association's assets.

§ 31

In matters not regulated by this Statute, the provisions of the Law on Associations shall apply.