

AVSI POLSKA ASSOCIATION STATUTE

CHAPTER I

General provisions

§ 1

Acting on base of science and social doctrine of Catholic Church and continuing a tradition of social engagement of Catholics voluntary, autonomous and permanent an international association non-profit is created, in hereby established under the name AVSI POLSKA, hereinafter referred to as "the Association".

§ 2

1. The Association is created on unspecified time.
2. The Association has legal personality and conducts its activity on the basis of the provisions hereof statute and 'the Act on Associations' dated April 7, 1989 and the 'Act on activity of public benefit and voluntary' dated April 24, 2003.

§ 3

The Association conducts its activity on the territory of the Polish Republic and abroad in accordance with the provisions of the local law.

§ 4

The Association has its seat in the city of Warsaw.

§ 5

The Association may cooperate and become a member to national and international organizations about similar purposes.

CHAPTER II

Goals and their achievement

§ 6

The goal of the Association is to:

- a) operation in favor of realization and popularization of Catholic Social Science;
- b) operation in favor of development of charity and health care activity;
- c) activity against poverty, unemployment and social pathologies;
- d) promotion of voluntary pro-social activity;
- e) promotion of sanitation, health and healthy mode of life;
- f) taking up of activity in favor of education;
- g) popularization of sport and refreshment among of children, youth, adults and elderly.

§ 7

1. The Association achieves its goals through:
 - a) organizing and conducting social supporting, including support for families and person in difficult life situations and also equalizing chances of those families and people;
 - b) conducting charity actions;

- c) taking actions for handicapped;
- d) the woman's rights popularization and protection and actions for equalizing the law for women and men;
- e) reaction against social pathology;
- f) freedom and human rights and civil liberties popularization;
- g) taking action providing democracy and civil society development;
- h) awareness of the laws popularization through society;
- i) taking actions supporting development of local communities and societies;
- j) support for formation and development of social organizations;
- k) promoting health and hygiene;
- l) organizing emergency services and protection for civil population;
- m) providing help assistance for victims of catastrophe, nature disaster, armed conflict and wars in and out of country;
- n) promoting of employment and initiative for persons long termed unemployed and high risked of being unemployed, including developing enterprise;
- o) taking actions for development of science and education;
- p) organizing trainings, scholarships, seminaries and country and international conferences;
- q) popularization of heritage tourism and recreation of children and young;
- r) propagating culture and art;
- s) taking action providing protection of culture and tradition welfare;
- t) taking actions propagating ecology, protection of natural fauna and flora;
- u) realizing tasks for European integration and developing collaborating international relations;
- v) volunteer promoting and organizing.

1. Association might constitute scientific committee, board of experts and other advisory boards for realization particular projects. This decision is made by Management Boards. Persons not being members of Association can also become members of that scientific committee, board of experts and other advisory boards.

CHAPTER III

Members of the Association, their rights and obligations

§ 8

The Association consists of members:

- a) ordinary members,
- b) subscriber,
- c) honorary members.

§ 9

1. Members are admitted to the Association by virtue of a resolution of the Management Board.
2. Resolution of the Management Board about admitted the members to the Association should be taken in date of two months since date of folding of application. Candidate should receive the report about content of resolution in date of 30 days since date of resolution.
3. In case of rejection an acceptance of candidate on member, or make a decision after deadline, which is presented in § 9.2, candidate have right, in date of two weeks since date of delivery of decision or expiring of deadline, which is presented in § 9.2, lodge an appeal to General Meeting. Appeal belongs to lodge on letter to Management Boards. It will be treated during the closest proceeding of General Meeting. The resolution of

General Meeting is irrevocable.

§ 10

1. Ordinary member could be any physical person interested in goals and objectives of the Association and interested in active working for realization of Association goals, provided it:

- a) has a full capacity to perform legal acts;
- b) has not been deprived of public rights;
- c) has submitted to Management Boards its statement of participation. The statement should have a recommendations from at least two ordinary members of Association;
- d) has been obliged for observance of charter and resolutions of Association governing bodies.

§ 11

1. Subscriber member could be any legal person, who has accepted goals of Association, provided it:

- a) has declared it intends to permanently financially support the Association statute activity;
- b) has submitted its statement to become a subscriber member;
- c) has undertaken to abide the statute and resolution of the Association.

§ 12

1. Honorary member could be any person who has made a particular contribution into the realization of the goals set by the Association. Honorary members have all the rights of the ordinary members.
2. Honorary member nomination can be made by Governing Bodies of the Association on their own initiative or on the proposal of at least 1/3 of members of the Association.

§ 13

Foreigners and foreign legal persons, independently of residence and seats (in country or abroad), may be the members on the same rights as polish citizens and polish legal persons.

§ 14

1. Ordinary Association members have right to:
 - a) participate in regular activity of Association and should abide statute and resolution of Governing Bodies;
 - b) passive and active voting rights to authority of the Association;
 - c) propose motions and comments in cases relevant to the Association activity;
 - d) claim to convened General Meeting, according to § 20.2 of statute;
2. Ordinary Association members have duty to:
 - a) participate in regular activity of Association and should abide statute and resolution of Governing Bodies;
 - b) are obliged to pay membership fees by the agreed resolution of Governing Bodies;
3. Subscriber Association members have not right to:
 - a) passive and active voting to authority of the Association;
 - b) voting during General Meeting;
4. In respect thereof § 14.3 subscriber member has also right which are presented in the § 14.1 and furthermore has right to:
 - a) participate in conference of General Meeting with right to present its advisory voice;
 - b) propose motions, postulates and comments relevant to the Association activity;
5. Subscriber member has its obligations, which are presented in § 14.2.
6. Legal person, being the subscriber member of the Association takes part in activity of the Association by its representative.

7. Subscriber member is obliged to fulfil its declared support within the time limits.
8. Honorary member has all rights and obligations as ordinary member has, excluding obligation of paying membership fees or other payments for the Association.

§ 15

1. Membership of Association is finished on result of taking a resolution by Management Board about crossing out from list of member or excluding the member from Association.
2. To strike the member off a list succeed in cases of:
 - a) voluntary pronouncement of member from Association;
 - b) death of member, in case of real person;
 - c) liquidation of member, in case of the artificial person;
 - d) declaration of bankruptcy of subscriber, in case of the artificial person;
 - e) loss of capacity to perform legal acts;
 - f) deprivation of member of public law.
3. Excluding the member from Association succeed in cases of:
 - a) not observe the provisions of the Statute and to adhere to the resolutions passed by the governing bodies;
 - b) overdue with pay membership fees;
 - c) infringement of the provisions of the Statute or of the resolutions passed by the governing bodies of the Association;
 - d) not observe others obligations by member or action on damage of Association;
 - e) taking up of action contradictory with purposes and ideas of Association;
 - f) commit undignified or disgracing action.
4. Resolution of the Management Board about crossing out from list of member or excluding the member from Association is delivery on address served by member in membership declaration, within 30 days as of its passing, with exclusion of situation definite in § 15.2.b I e.
5. Any members has the right to appeal to the General Meeting against the resolution of Management Board about to strike the member off a list of members or excluding the member from Association. Appealing belongs to lodge on letter to Management Boards In date of two weeks since date of delivery of resolution. It will be treated during the closest proceeding of General Meeting. The resolution of General Meeting is irrevocable.

CHAPTER IV

Governing Bodies of the Association

§ 16

The Association governing bodies are:

- a) General Meeting;
- b) Management Board;
- c) Audit Commission.

§ 17

1. The member of General Meeting and Supervisory Board can exclusively be the ordinary member of the Association.
2. The duties related to the Association bodies are performed by their respective members without any remuneration.
3. Governing bodies' term of office is tree years.
4. Expiring the cadence not constitute any obstacle to reappoint the member of the bodies to the same or other governing position.

General Meeting

§ 18

General Meeting is a supreme body of the Association

§ 19

The General Meeting's responsibility is to:

- a) determine main directions of the Association's activity;
- b) appoint and dismiss members of the Management Board;
- c) approve certificate of completion for members of Management Board and Audit Commission;
- d) examine activity reports of the Management Board and audit commission;
- e) examine proposal submitted by other bodies of the Association;
- f) determine the amount of membership fee;
- g) approve modifications of the Statute;
- h) examine revocations from resolution of Management Board;
- i) approve the resolution to dissolve the Association.
- j) all other cases, not stipulated for other bodies responsibility;
- k) enact the regulations describing the rules of conducting activity by the Association and its bodies.

§ 20

1. The General Meeting is convened by Management Board at least once a year.
2. For important reasons, on request of the audit commission, of at least 1/3 of its members, or on its own initiative, the Management Board convenes the extraordinary General Meeting within 2 weeks as of the date of presentation of such request.
3. The request to convene an extraordinary General Meeting must be submitted in writing and must specify the reason for such convening.

§ 21

1. The Management Board of the Association convenes, with a 2-week notice, a General Meeting, by advising the members in writing of the place, date and scheduled agenda of the meeting.
2. Notification about convention should be made by sending registered letters; courier services mails or sending letter by hand, by fax or electronic mail – insofar the member of the Association theretofore states approval for this, and states the address where the letters should be sent.
3. The preceding way of notification about convention of the General Meeting, which is presented in § 21.2, refers ordinary members exclusively.
4. General Meeting may pass a resolution, despite of lack of formal notification of convention, if at least 2/3 of members of the Association are present or its representatives are present, and no one of the present not enter a caveat to hold the General Meeting.

§ 22

1. The General Meeting is able to approve resolutions provided that at least half of the members with voting right participate.
2. In the case of inquorate, which is defined in § 22.1, the General Meeting can have its second convocation the same day later. In that case the General Meeting is able to approve resolutions regardless of the number of participating members.
3. The General Meeting chose from among its body the chairperson, which presides of the meeting and signs protocols.

4. Resolutions of the General Meeting are adopted with an ordinary majority of votes, unless the Statute provides otherwise. The resolutions are recorded in protocols.
5. Voting is forthright, otherwise unless motion of secret voting is outvoted.

§ 23

1. Authorized members of the Association can participate in the General Meeting of members personally or by his plenipotentiary.
2. The proxy requires written form and it is obliged to be lodge to Head of General Meeting before beginning of proceedings of General Meeting. Other member can be the plenipotentiary also, with reservation, that he can not represent more than five members.
3. Subscriber members have advisory vote.

The Management Board

§ 24

The Management Board consists of 3 up to 7 members nominated by the General Meeting. Among of members of Management Board may be assign the functions: President, Vice-President and General Secretary. The distribution of functions within the Management Board is made by persons nominated and appointed its members.

§ 25

The Management Board is the executive body of the Association. In particular the Management Board manages current activity of the Association and represents it outside, including committing recognizance.

§ 26

The Management board responsibility is to:

- a) determine detailed activity plans of the Association;
- b) realize of the goals of the Association;
- c) manage current activity of the Association
- d) prepare the balance sheet of the Association;
- e) draw up and approve the budget of the Association;
- f) realize the budget of the Association;
- g) prepare and approve the internal regulation of the Association;
- h) approve decisions on participating in other organizations;
- i) decide to participate in economic initiatives;
- j) keep the list of members of the Association;
- k) manage the company's property.

§ 27

1. Resolutions of the Management Board are passed by an ordinary majority of votes with at least half of all the members being present. In case of break-even of votes, the vote cast by the President shall prevail.
2. The internal regulation of the Management Board, which will be prepared and ratify by Management Board, define procedure of convening and proceeding the meeting of the Management Board and procedure of deciding and recording the resolutions.

The Audit Commission

§ 28

The Audit Commission is an internal independent controlling body of the Association.

§ 29

1. The Audit Commission consists of 3 members appointed by the General Meeting. Members of the Audit Commission appoint the Chair Man from its body.
2. The member of the Audit Commission cannot be at the same time the Member of the Managing Board, neither be their relative, nor be the person in relation of employment.
3. The member of the Audit Commission cannot be the person having legally valid judgment sentence for the offence of intentional guilt.
4. The decisions of the Audit Commission are taken with a majority of votes provided that all the members are present.

§ 30

The tasks of the commission are:

- a) to conduct an annual inspection of the Association's financial activity;
- b) to verify the Management Board activity;
- c) to present of results of conducts to the General Meeting;
- d) to present a request for discharge of the Management Board for the performance of its duties to the Association's General Meeting,
- e) to present its own activity to the General Meeting of the Association;
- f) representation of Association in litigations and other matters between Association and members of Management Board.

§ 31

In case of reduction of members quantity in Association governing bodies in progress of term of office, to supplement of governing body should be done in the way of members co-option.

CHAPTER V

Property and economic activity of the Association

§ 32

The Association conducts non-profit activity, defined in the statute, in the following:

- a) Social supporting with quartering, including educational care (PKD.85.31);
- b) Other social supporting, without quartering, including educational children care (PKD.85.32);
- c) Activity related with human health care (PKD.85.1);
- d) Activity related with recruitment and facilities employees (PKD.74.50.A);
- e) Market and public researching (PKD.74.13.Z);
- f) Advising in managing the business (PKD.74.14.A);
- g) Educating the adults and other forms of educating (PKD.80.4);
- h) Activity related with culture, recreation and sports (PKD.92);
- i) Activity related with religious organization (PKD.91.31.Z);
- j) Activity of the other partner organizations, not classified (PKD.91.33.Z);
- k) Other service activity, not classified (PKD.93.05.Z).

§ 33

1. The Association may engage in economic activity in accordance with the law and regulations in effect. The income generated for the Association's activity is used to achieve its statutory goals and may not be distributed amongst the members of the Association.
2. In the case of necessity of obtainment the permission or concession the Association may start this activity only after obtaining concessions, permissions or inscription in the register of economic activity.
3. The Management Board decides about starting economic activity.

§ 34

1. Property of the Association consists of the following:
 - a) membership fee;
 - b) income generated by subscribers;
 - c) donations;
 - d) legacies and bequests;
 - e) subsidy;
 - f) revenues;
 - g) income generated by its own activity;
 - h) income generated by capital of Association;
 - i) interests;
 - j) income generated by economical activity;
 - k) income generated by payment public activity;
 - l) other incomes.
2. The Management Board has the authorization to purchases, sells and mortgages a property, also realties and fixed assets of Association.

§ 35

1. The right to represent the Association include all judicial and extra-judicial acts of the Association.
2. The President of the Management Board alone or 2 members of the Management Board jointly can represent the Association and engage its property.

§ 36

1. It is forbidden:
 - a) extending a loan or securing of obligation by property of Association relatively to its members, members of governing bodies or employees and their spouses, related by affinity and related by blood lineal affinity, collateral affinity up to the second degree, adopters and adoptee;
 - b) giving away of property of Association in favour of its members, members of governing bodies, employees and their relations, on other principles than relatively to third persons;
 - c) exploitation of Association property on behalf of members, members of governing bodies or employees and their relatives on a other basis than in relation to third party, unless this exploitation directly results from statute goals of Association;
 - d) purchase of goods and services on extraordinary conditions from the entities where the members of Association, members of governing bodies or employees and their relatives take a part.

CHAPTER VI

Statute modification and dissolution of the Association

§ 37

A resolution on modification of the statute or on the dissolution of the Association may be adopted by the General Meeting with the majority of 2/3 of votes provided that at least half of the members with voting right are being present. The rules of § 22.2 are not applied.

§ 38

The resolution regarding winding up of the Association must determine the liquidation procedure and the purpose for which the Association property should be assigned.