

Statute of the Association „*Semper Avanti*”

Chapter I

GENERAL PROVISIONS

Article 1

The Association “*Semper Avanti*” hereafter referred to as “Association” is a discretionary, autonomous and long-lasting organisation of active people who work on performing actions on the development of open-minded sensitive to social problems society that is interested in intercultural relations and education, political studies, sociology and civic attitudes.

Article 2

The Association shall act according to the following Statute as well as the Polish regulations of law.

Article 3

The Association has its own legal personality.

Article 4

The Association is located in Wrocław.

Article 5

The Association shall pursue its activities throughout the territory of the Republic of Poland and beyond its borders.

Article 6

The Association conducts public benefit activities which are exclusive statutory performances of the Association and what is more those activities shall provide social profit. Actions in the field of public initiatives carried by the Association

are determined by the Act of 24 April 2003 on Public Benefit and Volunteer Work (Dz.U. Nr 96, poz. 873)¹ .

Article 7

The objectives of the Association are related to the field of public actions considered as public benefit activities. They are as follow:

- I. Maintenance of national tradition, Polish culture and the development of national, public and cultural awareness, including:
 1. Advancement of regional, national and European awareness
 2. Image building of Poland and the district of Lower Silesia (Dolny Śląsk)
 3. Development of the interest of current social and political situation in order to offer attentive people the opportunity to participate in active and effective public life of a region, country, Europe and the whole world.
 4. Promotion of regional and Polish culture.
 5. Advancement of local identity.
 6. Activities for the benefit of minorities and social integration.

- II. Activity enhancing the development of local communities, for instance, popularisation of European local democracy patterns.
- III. Activity enhancing business development including entrepreneurships, for example, the increase of economic awareness and support of entrepreneurship.
- IV. Actions for the benefit of handicapped people.
- V. Schooling, education, teaching and nurture such as:
 1. Intercultural education.
 2. Initiation of numerous forms of youth participation.
 3. Personal and professional development of Members of the Association.

- VI. Culture, art, preservation of customs and traditions, e.g.:
 1. Initiation and support of cultural initiatives.
- VII. Ecology and preservation of animals as well as natural heritage, e.g.:

¹ Journal of Laws No. 96 item 873

1. Support of activities related to environmental protection.

VIII. Dissemination of freedom and human rights protection and civil liberties as well as actions supporting the advancement of democracy.

IX. Activity for the benefit of European integration and establishing contacts and promoting cooperation between societies, e.g.:

1. Create opportunities for a dialogue between nations of Eastern and Western Europe.

2. Pursuit of breaking down barriers that could restrict the contact and agreement between European nations.

X. Promote and organise volunteer work.

XI. Popularise physical activity and healthy lifestyle.

XII. Promote and develop alternative methods of dispute and conflict solving. Negotiation and mediation in particular.

Article 8

In order to meet the above goals, the Association may:

a. organise trainings, seminars, public events, conferences, meetings and workshops;

b. establish contacts, cooperation and an exchange of experience with other organizations in Poland and abroad;

c. establish contacts and cooperation with authorities on cultural, political and social life, local and national government, political parties, international organizations and institutions as well as business centres and entrepreneurs;

d. conduct information and publishing activity;

e. provide educational opportunities which develop competence of its Members in their fields of interest;

f. collect funds to statutory purposes of the Association;

g. undertake economics initiatives and allocate profit for statutory purposes;

h. integrate its Members throughout cultural, entertaining and social events;

i. operate training activities;

j. provide educational activities in the field of conflict prevention including promotion and increase of knowledge which refers to alternative methods of dispute solving;

k. education and development of mediators and people dealing with conflicts;

l. conduct mediations in cases lead by competent authorities regulated by appropriate provisions of law and contractual mediations;

m. be engaged in various forms of activity.

Article 9

Reaching the statutory goals, the Association is supported by voluntary service of its Members. It is acceptable to employ Members by the Association including the board Members to carry out specific duties (according to provisions issued by the Court of Appeal on 7 April 1992 in Warsaw I ACr 130/92). The Association has got a legal right to employ workers to handle its matters.

Article 10

Statutory activity of the Association '*Semper Avanti*' in part concerning public benefit activities is not a business activity within the meaning of the business activity regulations; subject to Article 9 Section 1 of the Act of 24 April 2003 on Public Benefit and Volunteer Work (Dz.U. Nr 96, poz. 873), except for the activity on a scale that refers to implementation of statutory goals and it is conducted in a form of paid / unpaid service according to definitions mentioned in Article 11 and 12 of this Statute.

Article 11

Unpaid public benefit work of the Association:

According to the definition introduced in the Act of 24 April 2003 on Public Benefit and Volunteer Work (Dz.U. Nr 96, poz. 873) unpaid public benefit work means providing such services with no remuneration due to them. Services should be perceived – according to the guidebook to this Act – as a broadly defined financial support offered to entities that belong to the category specified in the Statute and even providing help to entities upon prior production of goods by the Association or their purchase.

The activities shall improve conditions of certain social groups, youth-related actions and broaden a European awareness.

Article 12

Paid public benefit work of the Association:

According to the definition introduced in the Act of 24 April 2003 on Public Benefit and Volunteer Work (Dz.U. Nr 96, poz. 873) paid public benefit work consists in operations within the framework of tasks considered public, as part of statutory objectives for which remuneration shall be charged by the Association.

The activities shall improve conditions of certain social groups, youth-related actions and broaden a European awareness.

Article 13

Any income generated in (paid) public benefit work shall be used only to perform tasks recognised as public or relating to statutory objectives.

Article 14

The Statute prohibits the following:

1. issuing the loans or pledging the organisation's property to cover any financial liabilities of such organisation's members, authority members, employees, or the spouses, relations, or relations in lineal or collateral affinity thereto, or of individuals remaining in adoption, guardianship, or ad hoc guardianship therewith, all of whom jointly referred to as "next of kin",
2. the transfer of their property to such organisation's members, authority members, employees, or their next of kin under terms and conditions other than those applying to unrelated third parties, in particular should such transfer be free of charge or under preferential terms,
3. the use of the organisation's property to aid such organisation's members, authority members, employees, or their next of kin under terms and conditions other than those applying to unrelated third parties, unless such use stems directly from the statutory objectives,
4. the purchase of commodities or services from entities whose operations are engaged in by such organisation's members, authority members, employees, or their next of kin under other terms and conditions related to the third party or at higher than market prices.

Article 15

The Association may be a member of other national and foreign associations or federations.

Article 16

The Association may establish a foundation as a founder.

Chapter II

MEMBERSHIP

Article 17

The Association comprises of regular, honouree and supporting members.

Article 18

Regular Members may be individuals who have reached the age of 16 and accepted tasks and objectives of the Association and are willing to fulfil them.

Article 19

Regular, Honouree and Supporting Members may be also foreigners and non-residents in the Republic of Poland. (withdrawn)

Article 20

Supporting Members may be individuals and legal persons who accept tasks and objectives of the Association.

Article 21

Regular membership shall be based on a voluntary and equality basis of all members.

Article 22

The membership can be granted on the basis of the resolution adopted by the Board of Directors after the submission of an application and fulfilment of other requirements specified in this Statute.

Article 23

Honouree Members may be individuals whose activity is characterized by special merits to the fulfilment of statutory objectives.

Article 24

Honouree Members at the invitation of at least two members of the given authority are entitled to participate in its meeting with an advisory vote. They must adhere to the provisions of this Statute.

Article 25

Regular Member shall have a right to:

- a. launch new projects and other activities in pursuit of statutory objectives of the Association;
- b. elect and be elected to authorities of the Association;
- c. request in all matters pertaining to objectives and functions of the Association;
- d. participate in the Association's work and take advantage of its results;
- e. benefit from the Association's recommendations, guarantees and support within the scope of his activities;
- f. use the Association's business cards and graphic symbols for statutory objectives;
- g. use devices or other goods that belong to the Association for statutory objectives.

Article 26

Honouree Member shall have a right to:

- a. launch new projects and other activities in pursuit of statutory objectives of the Association;
- b. request in all matters pertaining to objectives and functions of the Association;
- c. participate in the Association's work and take advantage of its results;
- d. benefit from the Association's recommendations, guarantees and support within the scope of his activities;
- e. use devices or other goods that belong to the Association for statutory objectives.

Article 27

Regular Member shall meet the obligation to:

- a. support and actively accomplish the objectives of the Association;
- b. by one's attitude and actions contribute to the development of the role and significance of the Association;
- c. comply with the provisions of the Association's Statute as well as adopted resolutions;
- d. maintain the Association's interests and promote its good image;
- e. make regular contributions related to statutory activity of the Association;
- f. guard the Association's property.

Article 28

Honouree Member shall meet the obligation to:

- a. support the Association's objectives and help with their fulfilment;
- b. by one's attitude and actions contribute to the development of the role and significance of the Association;
- c. comply with the provisions of the Association's Statute as well as adopted resolutions;
- d. maintain the Association's interests and promote its good image;

Article 29

Legal persons may become Supporting Members as a result of an invitation issued by the Board of Directors' member and then after submitting the declaration of will that shall be accepted by an appropriate Board resolution.

Article 30

Supporting Member shall have a right to:

- a. participate in the Association's work and take advantage of its results;
- b. transfer tangible and intangible assets to the Association;
- c. benefit from the Association's recommendations, guarantees and support within the scope of his activities;
- d. take part in the General Assembly and the Board meetings with an advisory vote at the invitation of the Board of Directors.

Article 31

The membership in the Association shall cease as a result of:

- a. dissolution of the Association;
- b. voluntary resignation made in a written form;
- c. deprivation of the membership.

Article 32

The membership may be deprived on the basis of the resolution adopted by the Board when a member:

- a. violates provisions of the Statute;
- b. acts to the detriment of the Association;
- c. does not participate in any Association's activities for at least the period of one year;
- d. does not make a contribution for three consecutive payment periods;
- e. loses the public right by a valid court judgment.

Article 33

The Board's resolution concerning the lack of acceptance or exclusion of membership in the Association is subject of appeal that an interested person may file to the General Assembly within 21 days of the date of the notification of the

resolution. The General Assembly considers the exclusion at the forthcoming session.

Article 34

The title of Honorary President may be bestowed on the outgoing President. The title of Honorary President is unanimously conferred by the General Assembly. The title may be deprived by the General Assembly if there is at least 2/3 positive votes. The Honorary President may be a Regular or Honouree Member of the Association. The Honorary President is obliged to represent the Association with dignity.

Article 35

The Statute introduces a ban on any civil-law privileges of the Association's members unless it directly results from a statutory objective.

Chapter III

STRUCTURE AND AUTHORITY

Article 36

The authority comprises of:

- a. the General Assembly;
- b. the Board of Directors;
- c. the Audit Committee.

Article 37

The tenure of the Board of Directors and the Audit Committee lasts 2 years.

Article 38

The members of the Audit Committee and the Board of Directors may not be convicted by a final judgement for committing an intentional crime.

Article 39

Resolutions of all authorities of the Association are passed by a substantial majority vote at the presence of at least half of all members who are eligible to vote at the first fixed time; and at the second fixed time the requirement of the presence of more than a half of all members does not apply unless the further provisions of the Statute provide otherwise. At the session of all Association's authorities the real presence when the vote is taken is required.

Article 40

1. The supreme authority of the Association is the General Assembly which is comprised of all Regular Members of the Association.
2. The competence of the General Assembly is to:
 - a. determine the policies of the Association;
 - b. consider reports and applications of the Board of Directors and the Audit Committee and as a result the adoption of resolutions;
 - c. establish the Statute and introduce its alternations;
 - d. evaluate the Association's activities;
 - e. appoint and dismiss the Association's members;
 - f. pass a vote of confidence to the Board of Directors;
 - g. appoint and dismiss the Audit Committee's members;
 - h. consider the appeals against the Board of Directors' resolutions;
 - i. determine the amount of membership and admission fee;
 - j. consider the conclusions drawn by members and adopt resolutions regarding the issues being in the agenda of the meeting;
 - k. review complaints from the Association's members on the Board of Directors' activities;
 - l. decide to abolish the Association;
 - m. appoint or dismiss the members of the Association's authorities.
3. The sessions of the General Assembly shall be either ordinary or extraordinary:
 - a. the Ordinary General Assembly is convened by the Board of Directors at least once per year;
 - b. the Extraordinary General Assembly is convened as required by the Board of Directors at the request of:
 - the Board of Directors;
 - the Audit Committee;
 - the half of Regular Members.

4. The resolutions of the General Assembly are passed by ordinary majority of votes.
5. The Board of Directors informs members about the date of the General Assembly in writing or by electronic means at least 30 days prior to the meeting.
6. The Extraordinary General Assembly should be convened within 60 days from the requesting day.
7. The Regular, Honouree, Supporting members and other guests may participate in the General Assembly.
8. Changes in the Statute are made by the General Assembly at least by 2/3 of total votes at presence of at least 1/2 of Regular Members.

Article 41

1. The Board of Directors shall comprise of 5 to 7 people.
2. The Board of Directors shall include the following positions: Chairperson, two Vice-Chair people Secretary, Chief Financial Officer as well as up to two members of the Board of Directors; appointed and dismissed among the Association's members by the General Assembly.
3. The members of the Board of Directors shall be appointed or dismissed by the General Assembly by the votes of at least two-thirds at presence of at least 1/2 of Regular Members.
4. The scope of responsibilities of the Board of Directors shall include all functions, which have not been specifically reserved for the General Assembly in particular:
 - a. managing the Association's activity and representing it;
 - b. carrying out activity programs and resolutions of the General Assembly;
 - c. drawing up reports on the Association's activity;
 - d. preparing a balance sheet;
 - e. convening the General Assembly;
 - f. adopting the resolutions on admitting new members or dismissing them;
 - g. rejecting projects of the Association's members on condition that they do not meet the statutory objectives or for any other compelling reasons;
 - h. passing the resolution on establishing the foundation;
 - i. delegating the representatives to speak on behalf of the Association in established foundations.
5. Resolutions of the Board of Directors shall be passed by an absolute majority of votes on an open ballot at presence of at least the half of the

members. In the event of a tie vote, the Chairperson shall have a casting vote.

6. Property declarations and liabilities on behalf of the Association shall be jointly signed by two members of the Board of Directors including the Chairperson or Vice-Chairperson.
7. The Board of Directors shall meet at least once every three months.
8. The convening of the meeting shall be done by the Chairperson or Vice-Chairperson.

Article 42

1. The Audit Committee is the controlling body of the Association's activity, in particular financial and economic activities and their legality.
2. The Audit Committee shall comprise of 3 people, the Association's members, elected by the General Assembly. The Committee shall select from among its members the Chairperson and the Deputy.
3. The convening of the Audit Committee's meeting shall be done by its Chairperson not less frequently than twice a year.
4. The members of the Audit Committee may participate in the meeting of the Board of Directors with an advisory vote.
5. The Audit Committee delivers to the General Assembly the report on carried inspections and formulates the proposal to grant a vote to acceptance to the Board of Directors.
6. Resolutions of the Audit Committee shall be passed by an absolute majority of votes at presence of at least its two members. In the event of a tie vote, the Chairperson shall have a casting vote or in case of his/her absence by the Deputy.

Article 43

The members of the Audit Committee are not subordinated to the Association's Board of Directors with regard to keeping the inner control and supervision and they may not be the members of the Board of Directors as well as they may not be a member of the Association's Board of Directors' family relationship, kinship or subordination in respect of employment.

Article 44

The members of the Audit Committee may not be sentenced for committing an intentional crime.

Article 45

In case the number of members of the Board of Directors or the Audit Committee has decreased in comparison to the number specified in the Statute, the Extraordinary General Assembly shall be convened at the request of the Board of Directors. At the request of the other members of the authority, the lacking members shall be nominated at ad hoc election by an absolute majority of votes.

Chapter IV

FINANCIAL MATTERS AND PROPERTY

Article 46

The property of the Association may be comprised of tangible and intangible assets, property rights and copyrights.

Article 47

Property of the Association may be:

- a. membership and admission fee;
- b. income from own business activities;
- c. income from the Association's assets;
- d. donations, inheritance, contributions of individuals and legal persons;
- e. grants and subsidies;
- f. intellectual property and creative work of the Association's members.

Chapter V

DISSOLUTION OF THE ASSOCIATION

Article 48

The resolution on dissolution of the Association shall be passed by the General Assembly by four-fifths majority votes at presence of at least half of all members.

Article 49

The Association loses its public benefit organisation status when it is removed from the register, ex officio or upon an application, from the National Court Register, if the organisation does not satisfy the requirements specified in the Act of 24 April 2003 on Public Benefit and Volunteer Work (Dz.U. Nr 96, poz. 873).

Article 50

The resolution to dissolve the Association determines the process of its liquidation and the purpose of how its property shall be used.

Chapter VI

FINAL PROVISIONS

Article 51

The Association is entitled to use its own stamp, logo, colours in accordance with the applicable provisions.

Article 52

Property disputes to which the Association is a party shall examine the court having jurisdiction over the Association.

Article 53

Resolutions of the Board of Directors shall apply to the extent not regulated herein.