

STATUTE OF THE "AVSI POLAND" ASSOCIATION

CHAPTER I: General Provisions

§ 1

Based on the teaching and social doctrine of the Catholic Church and continuing the tradition of Catholic social engagement, a voluntary, self-governing, and permanent international non-profit association is established under the name "AVSI POLAND," hereinafter referred to as the "Association."

§ 2

1. The Association is established for an indefinite period.
2. The Association has legal personality and operates based on this statute and the Act of April 7, 1989, Law on Associations (consolidated text Dz. U. of 2001, No. 79, item 855 as amended), and the Act of April 24, 2003, on Public Benefit and Volunteer Work (Dz. U. No. 96, item 873 as amended).

§ 3

The Association operates within the territory of the Republic of Poland and abroad, in accordance with local laws.

§ 4

The seat of the Association is in Warsaw.

§ 5

The Association may cooperate, join, and be a member of national and international organizations with similar goals.

CHAPTER II: Goals and Methods of Their Implementation

§ 6

The goals of the Association are:

- a. Acting for the realization and popularization of Catholic Social Teaching;
- b. Acting for the development of charitable and caregiving activities;
- c. Combating poverty, unemployment, and social pathologies;
- d. Promoting volunteerism and pro-social attitudes;

- e. Promoting hygiene, health, and a healthy lifestyle;
- f. Taking actions for upbringing and education;
- g. Popularizing sports and recreation among children, youth, adults, and the elderly;
- h. Taking actions for culture, art, and national heritage.

§ 7

1. The Association achieves its goals by:
 - Organizing and providing social assistance, including assistance to families and individuals in difficult

- life situations, and equalizing the opportunities of these families and individuals;
- Conducting charitable activities;
- Taking actions for people with disabilities;
- Promoting and protecting women's rights and acting for equal rights for women and men;
- Combating social pathologies;
- Promoting freedom and human rights and civil liberties;
- Taking actions for the development of democracy and civil society;
- Promoting legal awareness in society;
- Undertaking activities supporting the development of communities and local societies;
- Supporting the creation and development of social organizations;
- Promoting health and hygiene;
- Organizing rescue and civil protection;
- Providing assistance to victims of disasters, natural disasters, armed conflicts, and wars in the country and abroad;
- Promoting employment and professional activation of unemployed persons and those at risk of dismissal, including the development of entrepreneurship;
- Taking actions for the development of science, education, schooling, and upbringing;
- Organizing training, courses, seminars, and national and international conferences;
- Promoting tourism and recreation for children and youth;
- Promoting culture and art;
- Taking actions for the protection of cultural goods and traditions;
- Undertaking actions promoting ecology, animal protection, and natural heritage;
- Actions for European integration and developing contacts and international cooperation;
- Promoting and organizing volunteer work;
- Taking actions for sports and physical culture.

2. The Association may, for specific projects, establish scientific committees, expert councils, and other advisory bodies. The decision in this matter is made by the Board. Members of scientific committees, expert councils, and advisory bodies may also be individuals outside the Association's membership.

CHAPTER III: Members of the Association, Their Rights, and Duties

§ 8

The Association includes the following members:

- a. Ordinary members,
- b. Supporting members,
- c. Honorary members.

§ 9

1. Admission to the Association's membership is made by the Board through a resolution.
2. The Board's resolution on admitting a candidate to the Association's membership should be made within two months from the date of receipt of the application. The candidate should be notified of the resolution within 30 days from the date of its adoption.
3. In case of refusal of admission or failure to make a decision within the specified period, the candidate has the right to appeal to the General Assembly of Members within two weeks from the date of delivery of the decision or the expiry of the specified period. The appeal should be submitted in writing to the Board. It will be considered at the next meeting of the General Assembly of Members. The resolution of the General Assembly of Members is final.

§ 10

1. An ordinary member of the Association can be a natural person who:
 - a. Accepts the goals and ideas of the Association and is interested in actively cooperating in achieving the Association's goals;
 - b. Has full legal capacity;
 - c. Has not been deprived of public rights;
 - d. Submitted an application for admission to the Board. The application must include recommendations from at least two ordinary members of the Association;
 - e. Undertakes to comply with the statute and resolutions of the Association's bodies.

§ 11

1. A supporting member of the Association can be a natural person or a legal person who:
 - a. Declares to support the Association's statutory activities financially in a specified manner;
 - b. Submitted an application for admission to the Board;
 - c. Undertakes to comply with the statute and resolutions of the Association's bodies.

§ 12

1. An honorary member of the Association can be a natural person who has significantly contributed to the development of the Association, the realization of its goals, or who has implemented or supported ideas and goals consistent with the Association's goals.
2. Admission to honorary membership is made by the Association's bodies on their own initiative or at the request of at least 1/3 of the Association's members.

§ 13

Foreigners and foreign legal entities, regardless of their place of residence or seat (in the country or abroad), can be members of the Association on equal terms with Polish citizens and Polish legal entities.

§ 14

1. Ordinary members of the Association have the right to:
 - a. Participate in the Association's activities and are obliged to comply with the statute and resolutions of the Association's bodies;
 - b. Passive and active voting rights to the Association's authorities;
 - c. Submit proposals and comments on matters related to the Association's activities;
 - d. Demand the convening of the General Assembly of Members in accordance with § 20.2 of the statute.

2. Ordinary members of the Association have the duty to:
 - a. Participate in the Association's activities and comply with the statute and resolutions of the Association's bodies;
 - b. Timely pay membership fees in accordance with the resolutions of the Association's bodies.

3. Supporting members of the Association do not have:
 - a. Passive and active voting rights to the Association's bodies;
 - b. The right to vote at the General Assembly of Members.

3. Subject to § 14.3, supporting members of the Association have the rights referred to in § 14.1 and also have the right to:

- a. Participate in the General Assembly of Members with an advisory voice;
 - b. Submit proposals, postulates, and opinions on the Association's activities.
-
5. Supporting members of the Association have the duties referred to in § 14.2.
 6. A legal entity that is a supporting member of the Association participates in the Association's activities through its representative.
 7. A supporting member is obliged to fulfill the declared support in a timely manner.
 8. Honorary members have all the rights and duties of ordinary members of the Association, except for the obligation to pay membership fees and other contributions to the Association.

§ 15

1. Membership in the Association ceases as a result of the Board's resolution on removing from the list of members or excluding a member from the Association.
2. Removal from the list of members occurs in cases of:
 - a. Voluntary resignation from the Association;
 - b. Death of a member who is a natural person;
 - c. Liquidation of a supporting member who is a legal entity;
 - d. Bankruptcy declaration of a supporting member who is a legal entity;
 - e. Loss of full legal capacity by a member who is a natural person;
 - f. Deprivation of public rights by a member who is a natural person.

3. Exclusion of a member from the Association may occur as a result of:
 - a. Non-compliance with the statute or resolutions of the Association's bodies;
 - b. Defaulting on the payment of membership fees;
 - c. Violating the provisions of the statute or resolutions of the Association's bodies;
 - d. Failure to fulfill other obligations towards the Association or acting to the detriment of the Association;
 - e. Undertaking actions contrary to the goals and ideas of the Association;

f. Committing a dishonorable or disgraceful act.

4. The Board's resolution on removing from the list of members or excluding a member from the Association is subject to delivery to the address provided by the member in the membership declaration within 30 days from the date of its adoption, except for situations specified in § 15.2.b and e.

5. A member has the right to appeal to the General Assembly against the Board's resolution on removal or exclusion. The appeal must be submitted in writing to the Board within two weeks from the date of delivery of the decision. The appeal will be considered at the next meeting of the General Assembly of Members.

The resolution of the General Assembly of Members is final.

CHAPTER IV: Organs of the Association

§ 16

The organs of the Association are:

- a. The General Assembly of Members;
- b. The Board;
- c. The Audit Committee.

§ 17

1. Only ordinary members of the Association can be members of the Board and the Audit Committee.
2. Duties within the Association's bodies are performed by members free of charge.
3. The Board and Audit Committee members are elected by the General Assembly of Members for an indefinite term from among candidates presented by the Association's members.

The General Assembly of Members

§ 18

The highest authority of the Association is the General Assembly of Members.

§ 19

The competencies of the General Assembly of Members include:

- a. Determining the main directions of the Association's activities;
- b. Appointing and dismissing members of the Board and the Audit Committee;
- c. Granting discharge to members of the Board and the Audit Committee;
- d. Considering reports on the activities of the Board and the Audit Committee;

- e. Considering proposals, applications, and postulates submitted by other bodies of the Association and members of the Association;
- f. Determining the amount of membership fees and other contributions to the Association;
- g. Approving changes to the statute;
- h. Considering appeals against the Board's resolutions;
- i. Adopting resolutions on the dissolution of the Association and the allocation of its assets;
- j. All other matters not reserved for the competencies of other bodies of the Association;
- k. Adopting regulations defining the principles of the Association's activities and its bodies.

§ 20

1. The General Assembly of Members is convened by the Board once a year.
2. For important reasons, at the request of the Audit Committee, at least 1/3 of the total number of members of the Association, or on its own initiative, the Board convenes the General Assembly of Members within two weeks from receiving the request.
2. The request to convene the General Assembly of Members must be in writing, specifying the proposed agenda.

§ 21

1. The General Assembly of Members is convened by the Board with two weeks' notice, specifying the place, date, time, and planned agenda.
2. The convening is done by registered letters, courier mail, or personal delivery, fax, or email - provided the member has previously agreed, giving the address to which the notification should be sent.
3. The method of convening the General Assembly of Members, referred to in § 21.2, applies only to ordinary members.
4. The General Assembly of Members can adopt resolutions despite the lack of formal convening, if at least 2/3 of the members of the Association are present or represented, and no one present objects to holding the General Assembly of Members.

§ 22

1. The General Assembly of Members can adopt resolutions if at least half of all members entitled to vote are present.
2. In the absence of the quorum specified in § 22.1, the General Assembly of Members can be held on the same day in a second term. In such a case, the General Assembly of Members can adopt binding resolutions regardless of the number of participants.
3. The General Assembly of Members elects a Chairman from among its members, who presides over the proceedings and signs the minutes.
4. Resolutions of the General Assembly of Members are adopted by a simple majority of votes unless the statute provides otherwise. Adopted resolutions are minuted.
5. Voting is open.

6. Secret voting is ordered in elections and on motions for the dismissal of members of the Association's bodies, holding them accountable, as well as in personal matters. In addition, secret voting is ordered at the request of at least one member of the Association present or represented by proxy at the General Assembly of Members.

§ 23

1. Entitled members of the Association may participate in the General Assembly of Members in person or by proxy.
2. A power of attorney must be in writing and submitted to the Chairman before the start of the General Assembly of Members. A proxy can also be another member of the Association, provided they do not represent more than five members.
3. Supporting members participate in the General Assembly of Members only with an advisory vote.

The Board

§ 24

The Board consists of 3 to 7 members elected by the General Assembly of Members. Among the Board members, functions may be designated: President of the Board, Vice-Presidents of the Board, and Secretary-General. The Board decides on the distribution of these functions.

§ 25

The Board is the executive body of the Association. In particular, the Board manages the current activities of the Association and represents it externally, including incurring all financial obligations on behalf and for the benefit of the Association.

§ 26

The competencies of the Board include, in particular:

- a. Defining and implementing detailed plans for the Association's activities;
- b. Achieving the Association's goals;
- c. Managing the current activities of the Association;
- d. Preparing the Association's balance sheet;
- e. Preparing and adopting the Association's budget;
- f. Implementing the Association's budget;

- g. Preparing and approving the Association's internal regulations;
- h. Approving resolutions on membership in other organizations;
- i. Making decisions on participation in economic initiatives;
- j. Keeping a list of the Association's members;
- k. Managing the Association's assets, including incurring obligations on behalf of the Association.

§ 27

1. The Board's resolutions are adopted by a simple majority of votes, with at least half of the Board members present. In the event of a tie, the President's vote is decisive.
2. The procedure for convening and holding Board meetings and the detailed procedure for adopting and minuting resolutions is specified by the internal regulations of the Board, which will be developed and adopted by the Board.

The Audit Committee

§ 28

The Audit Committee is the Association's internal, independent control body.

§ 29

1. The Audit Committee consists of 3 members elected by the General Assembly of Members. The Committee members appoint a Chairman from among themselves.
2. Members of the Audit Committee cannot simultaneously be Board members, nor be related by blood, marriage, or employment to them.
3. A member of the Audit Committee cannot be a person convicted by a final judgment for an intentional crime.
4. The Audit Committee's decisions are made by a simple majority of votes with all members present.

§ 30

The competencies of the Audit Committee include:

- a. Controlling the Association's financial and economic activities;
- b. Controlling the Board's activities, presenting comments and post-control recommendations to the Board;
- c. Presenting the results of the controls, opinions, and related recommendations to the General Assembly of Members;
- d. Presenting motions to the General Assembly of Members for granting discharge to the Board;

- e. Reporting on its activities to the General Assembly of Members;
- f. Representing the Association in disputes and other matters between the Association and a Board member.

§ 31

In the event of a reduction in the personnel composition of the Association's bodies during the term below the minimum specified in § 24 and § 30, the composition is supplemented in the manner provided for their appointment.

CHAPTER V: Assets and Management of the Association

§ 32

The Association conducts free statutory activities in the scope of:

- a. Accounting and bookkeeping activities; tax consultancy (PKD No. 69.20.Z);
- b. Public relations and communication (PKD No. 70.21.Z);
- c. Other consultancy in business management and management (PKD No. 70.22.Z);
- d. Market and public opinion research (PKD No. 73.20.Z);
- e. Job placement and recruitment activities (PKD No. 78.10.Z);
- f. Temporary employment agency activities (PKD No. 78.20.Z);
- g. Other activities related to the provision of staff (PKD No. 78.30.Z);
- h. Extracurricular sports education and physical recreation activities (PKD No. 85.51.Z);
- i. Extracurricular artistic education (PKD No. 85.52.Z);
- j. Language instruction (PKD No. 85.59.A);

- k. Other extracurricular forms of education, not elsewhere classified (PKD No. 85.59.B);
- l. Education support activities (PKD No. 85.60.Z);
- m. Other health care activities, not elsewhere classified (PKD No. 86.90.E);
- n. Residential care activities providing nursing care (PKD No. 87.10.Z);
- o. Residential care activities for mental health patients (PKD No. 87.20.Z);
- p. Residential care activities for the elderly and disabled (PKD No. 87.30.Z);
- q. Other residential care activities (PKD No. 87.90.Z);
- r. Non-residential care activities for the elderly and disabled (PKD No. 88.10.Z);
- s. Day-care for children (PKD No. 88.91.Z);
- t. Other non-residential social assistance activities, not elsewhere classified (PKD No. 88.99.Z);

- u. Performing arts activities (PKD No. 90.01.Z);
- v. Supporting performing arts activities (PKD No. 90.02.Z);
- w. Other sports activities (PKD No. 93.19.Z);
- x. Other entertainment and recreation activities (PKD No. 93.29.Z);
- y. Religious organization activities (PKD No. 94.91.Z);
- z. Activities of other membership organizations, not elsewhere classified (PKD No. 94.99.Z);
- aa. Other personal service activities, not elsewhere classified (PKD No. 96.09.Z).

§ 33

1. The Association may conduct economic activities, but only to the extent necessary to achieve its statutory goals. All income from economic activities will be used exclusively for statutory purposes and cannot be distributed among the Association's members.
2. In the event of the need for the Association to obtain appropriate permits, licenses, or entries in the register of regulated activities, the Association will undertake such activities only after obtaining the required licenses, permits, or entries.
3. The Board decides on the commencement of economic activities by the Association.

§ 34

1. The means of acquiring the Association's assets are:
 - a. Membership fees and other member contributions, in accordance with the resolutions of the Association's bodies;
 - b. Funds obtained from the financial support of supporting members;
 - c. Donations;
 - d. Inheritances and bequests;
 - e. Grants and subsidies;
 - f. Income from public donations;
 - g. Income obtained from own activities, voluntary work of members and volunteers;
 - h. Income from the Association's assets;
 - i. Interest and income from capital;
 - j. Income from economic activities conducted by the Association;
 - k. Income from public benefit activities;
 - l. Other income.
2. The Board is authorized to acquire, dispose of, and encumber the Association's assets, including real estate and fixed assets.

§ 35

1. The right to represent the Association includes all judicial and extrajudicial activities of the Association.
2. The President of the Board or two members of the Board jointly are authorized to represent the Association and incur financial obligations on behalf of the Association.

§ 36

1. It is prohibited to:

- a. Grant loans or secure obligations with the Association's assets to its members, members of its bodies, or employees, as well as persons with whom employees are married or related by blood or affinity in a direct line, kinship or affinity in a collateral line up to the second degree, or are associated by adoption, guardianship, or custody (i.e., close persons);
- b. Transfer the Association's assets to its members, members of its bodies, or employees and their close persons on principles other than those applicable to third parties, especially if the transfer is free of charge or on preferential terms;
- c. Use the Association's assets for the benefit of its members, members of its bodies, or employees and their close persons on principles other than those applicable to third parties, unless such use directly results from the Association's statutory goal;
- d. Purchase goods or services on special terms from entities in which the Association's members, members of its bodies, or employees and their close persons participate.

CHAPTER VI: Statutory Changes and Dissolution of the Association

§ 37

A resolution amending the statute or dissolving the Association may be adopted by the General Assembly of Members by a two-thirds (2/3) majority vote in the presence of at least half of the Association's members entitled to vote. The provision of § 22.2 does not apply.

§ 38

A resolution on the dissolution of the Association must specify the method of its liquidation, designate the liquidator(s), and determine the social purpose to which the Association's assets will be allocated.