

# STATUTES OF THE V4+ AIRPORTS ASSOCIATION

## PREAMBLE

Having regard to opportunities and challenges of the aviation market, the Founders have decided to form the V4+ Airports Association. The Association is an initiative whose goal is to improve the functioning of the aviation market and the associated logistics and transport infrastructure, with a particular emphasis on the aviation market in Central Europe.

The Association is a collective which provides persons and organisations involved in the broadly defined aviation and transport market with an opportunity to engage in closer cooperation and exchange their experience, competences and knowledge with a view to improving the functioning of the aviation market. Cooperation can concern all important elements of the aviation market, such as commercialisation, passenger service, security, safety, technologies, transport, logistics and innovations.

Given that, pursuant to the Association Law Act of 7 April 1989, only natural persons may act as founders of an association, and the initiative to form the Association came from the "Polish Airports" State Enterprise (Przedsiębiorstwo Państwowe Porty Lotnicze), natural persons from the structures of the "Polish Airports" State Enterprise and from other entities operating in the aviation market shall act as the Founders of the Association. Organisations, especially entities responsible for managing airports, are expected to join the Association once it is formed.

## CHAPTER I

### General Provisions

#### §1

1. The name of the Association shall be "Stowarzyszenie Portów Lotniczych V4+" and it shall hereinafter be referred to as the "**Association**".
2. The Association may use the translated English name of "V4+ Airports Association".

#### §2

1. The Association shall operate both within and outside the Republic of Poland. Outside the Republic of Poland, activities of the Association shall focus on Central Europe.
2. The Association shall be seated in the city of Warsaw.

#### §3

1. The Association shall have legal personality.
2. The Association shall be formed for an indefinite period of time.
3. The Association shall act under the Association Law Act of 7 April 1989 (i.e. Dz. U. [Journal of Laws] of 2020, item 2261, hereinafter referred to as the "**Act**"), the Act of 24 April 2003 on public benefit activities and volunteering (i.e. Dz. U. [Journal of Laws] of 2020, item 1057, as amended) and these Statutes.

#### §4

1. The Association may use a stamp and a seal, whose model and content shall be determined by the Management Board.
2. The Association may have its own badge, emblem, logo and flag and may issue membership cards.



## §5

1. Pursuant to Art. 5 para. 2 of the Act, the Association may be a member of national and international organisations whose activities are in line with goals of the Association.
2. The approval to join or withdraw from organisations referred to in §5 para. 1 hereof shall be granted by the General Meeting of Members pursuant to procedures and rules specified herein.

## §6

1. Activities of the Association shall be based on voluntary work of its members.
2. The Association may hire employees, including its own members, to manage its affairs.

## CHAPTER II

### Goals of the Association and manner of their fulfilment

## §7

1. The goal of the Association is to improve the functioning of the aviation market and the associated logistics and transport infrastructure, with a particular emphasis on the aviation market in Central Europe.
2. The Association shall fulfil its goals through, among others:
  - a) organising and holding training sessions, seminars, consultations and conferences dealing with topics related to functioning of the aviation market and the associated logistics and transport infrastructure, including the fields of commercialisation, passenger service, security, safety, technologies, transport, logistics and innovations, with a particular emphasis on national markets and the aviation market in Central Europe,
  - b) expressing its opinion in matters important to the aviation market and the associated logistics and transport infrastructure, with a particular emphasis on national markets and the aviation market in Central Europe,
  - c) cooperating and participating in national, European and international agreements between non-government organisations and other institutions in the scope of exchange of experience, competences and knowledge related to functioning of the European aviation market and the associated logistics and transport infrastructure in the fields of commercialisation, passenger service, security, safety, technologies, transport, logistics and innovations, with a particular emphasis on national markets and the aviation market in Central Europe,
  - d) collecting and analysing information related to functioning of the European aviation market and the associated logistics and transport infrastructure, including in the fields of commercialisation, passenger service, security, safety, technologies, transport, logistics and innovations, with a particular emphasis on national markets and the aviation market in Central Europe,
  - e) producing and issuing publications dealing with functioning of the European aviation market and the associated logistics and transport infrastructure, including in the fields of commercialisation, passenger service, security, safety, technologies, transport, logistics and innovations, with a particular emphasis on national markets and the aviation market in Central Europe,
  - f) undertaking actions aimed at protecting the interests of European airports, with a particular emphasis on national airports and airports in Central Europe.

## §8

1. The Association shall conduct unpaid public benefit activities, as defined in the Act of 24 April 2003 on public benefit activities and volunteering (i.e. Dz. U. [Journal of Laws] of 2020, item 1057, as amended), in the following scope:
  - a) activities which support economic growth, including growth of entrepreneurship,

- b) activities which support development of technology, inventions and innovations as well as dissemination and implementation of new technical solutions in economic practice,
  - c) public order and security,
  - d) activities for European integration and expansion of communication and cooperation between societies,
  - e) activities which support development of local communities and societies,
  - f) promotion and protection of human rights and freedoms and civil liberties as well as activities which support the expansion of democracy,
  - g) activities for equal rights for women and men,
  - h) protection of the environment, animals and natural heritage,
  - i) tourism and sightseeing,
  - j) assistance for victims of catastrophes, natural disasters, armed conflicts and wars, both in the country and abroad,
  - k) revitalisation.
2. The Association shall conduct paid public benefit activities, as defined in the Act of 24 April 2003 on public benefit activities and volunteering (i.e. Dz. U. [Journal of Laws] of 2020, item 1057, as amended), in the following scope:
- a) activities which support economic growth, including growth of entrepreneurship,
  - b) activities which support development of technology, inventions and innovations as well as dissemination and implementation of new technical solutions in economic practice,
  - c) public order and security,
  - d) activities for European integration and expansion of communication and cooperation between societies,
  - e) activities which support development of local communities and societies,
  - f) promotion and protection of human rights and freedoms and civil liberties as well as activities which support the expansion of democracy,
  - g) activities for equal rights for women and men,
  - h) protection of the environment, animals and natural heritage,
  - i) tourism and sightseeing,
  - j) assistance for victims of catastrophes, natural disasters, armed conflicts and wars, both in the country and abroad,
  - k) revitalisation.
3. The Association may conduct business activities, in accordance with rules set forth in separate regulations, on a scale which serves the fulfilment of the Association's goals specified in these Statutes, including in the scope of the following objects:
- a) 85.59.B Other out-of-school forms of education, not elsewhere classified,
  - b) 58.11.Z Book publishing,
  - c) 58.19.Z Other publishing activities,
  - d) 82.30.Z Organisation of conventions and trade shows,
  - e) 82.99.Z Other business support service activities not elsewhere classified,
  - f) 70.22.Z Business and other management consultancy activities.
4. Business activities shall be complementary in nature with respect to activities of the Association stemming from these Statutes.
5. Revenue from the Association's business activities shall be allocated solely towards fulfilment of the goals specified in these Statutes.



6. The Association shall not conduct any activities which compete with airports, especially activities referred to in Art. 6 of the Act on the "Polish Airports" State Enterprise of 15 September 2017.

### **CHAPTER III**

#### **Members of the Association and their rights and obligations**

##### **§9**

1. Members of the Association may include natural persons, legal persons as well as organisational units which have no legal personality but have legal capacity.
2. Members of the Association shall be divided into:
  - a) Ordinary Members, i.e. natural persons,
  - b) Supporting Members, divided into the following categories:
    - entities managing airports from the V4 group (ie. Poland, Czech Republic, Slovakia and Hungary – further the V4 Group);
    - entities managing non-V4 Group airports;
  - c) other entities conducting aviation business activity;
  - d) Founding Members, i.e. persons who participated in the Founding Meeting of the Association and who are Founders of the Association,
  - e) Honorary Members, i.e. entities and persons which or who have made outstanding contributions to development of the European aviation industry.
3. As, pursuant to the Act, only natural persons may be Ordinary Members, Supporting Members shall be permitted to join and participate in the Association. Supporting Members may include, in particular, entities which are responsible for managing airports and entities which conduct business activities in the aviation industry, regardless of their organisational form, provided that they have legal personality or are organisational units which have no legal personality but have legal capacity. In case of Supporting Members governed by law other than Polish law, the preceding sentence shall apply accordingly, taking into account the provisions of law applicable to the given Supporting Member. For the avoidance of doubt, it is hereby expressly stated that natural persons may also be Supporting Members.

##### **§10**

1. Pursuant to Art. 3 and 4 of the Act, Ordinary Members of the Association may include natural persons who:
  - a) are citizens of the Republic of Poland or of another country (foreigners),
  - b) have full legal capacity,
  - c) have not been convicted by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence,
  - d) support the goals of the Association,
  - e) have submitted a declaration of membership using the model presented by the Association,
  - f) have been supported by at least two Members of the Association, from among those listed in §9 para. 2 items a) – d) hereof.
2. After a candidate has proved the fulfilment of the prerequisites referred to in §10 para. 1 hereof, the Management Board shall, not later than 3 months following the date of submission of the declaration of membership, decide to admit or refuse to admit a candidate to the Association.

##### **§11**

1. Pursuant to Art. 10 para. 3 of the Act, Supporting Members belonging to the category of entities managing V4 Group airports may include legal persons or organisational units which have no legal personality but have legal capacity, who or which:

- a) are seated in the Republic of Poland or in another V4 Group country (foreigners),
  - b) have full legal capacity,
  - c) support the goals of the Association,
  - d) have submitted a declaration of membership using the template presented by the Association,
  - e) have been supported by at least two Members of the Association.
2. Pursuant to Art. 10 para. 3 of the Act, Supporting Members belonging to the category of entities managing non-V4 Group airports or other entities conducting aviation business activity may include legal persons or organisational units which have no legal personality but have legal capacity, whereas in the case of entities conducting aviation business activity also natural persons, who or which:
- a) are citizens of the Republic of Poland or of another country (foreigners) – in the case of natural persons
  - b) are seated in the Republic of Poland or in another country (foreigners) – in the case of entities other than natural persons,
  - c) have full legal capacity,
  - d) support the goals of the Association,
  - e) have submitted a declaration of membership using the template presented by the Association,
  - f) have been supported by at least two Members of the Association.
3. After a candidate has proved the fulfilment of the prerequisites referred to in §11 para. 1 or 2 hereof, the Management Board shall, not later than 3 months following the date of submission of the declaration of membership, decide to admit or refuse to admit a candidate to the Association.
4. When acting within the Association, Supporting Members shall be represented before the Association by their managing bodies or by designated representatives. The Management Board of the Association may specify a maximum limit on the number of persons through which (a) Supporting Member(s) may act and be represented. In that case, the number of persons from the structures of a Supporting Member who may take part in activities of the Association shall be limited to the number specified by the Management Board of the Association. Supporting Members shall be entitled to designate the persons through which they act and are represented in the Association.
5. Foreigners whose seat or place of residence is not located in the Republic of Poland may become Members of the Association.

## §12

1. Founding Members shall include the Founders of the Association, i.e. natural persons who participated in the Founding Meeting of the Association and signed the List of Founders of the Association.
2. A special Founding Member status shall be accorded to the "Polish Airports" State Enterprise (Przedsiębiorstwo Państwowe Porty Lotnicze, KRS [National Court Register No.]: 0000008194) as the entity which initiated the formation of the Association.

## §13

1. Honorary Members may include any natural person, legal person or organisational unit which has no legal personality but has legal capacity who or which has made outstanding contributions to development of the goals of the Association or has otherwise contributed towards development or fulfilment of the mission of the Association.
2. The title of Honorary Member shall be granted by the General Meeting of Members of the Association at the request of the Management Board.

#### §14

1. Members of the Association shall be obliged to:
  - a) contribute towards fulfilment of the Association's goals through their attitude and actions, including through activities of the Association defined in these Statutes,
  - b) uphold the good name of the Association,
  - c) comply with applicable laws and provisions of these Statutes and of resolutions of the Association's governing bodies.
2. Furthermore, Ordinary Members and Supporting Members shall be obliged to pay regular dues, in the amount and in accordance with the rules specified by the General Meeting of Members.

#### §15

1. Ordinary Members shall be entitled to:
  - a) participate in General Meetings of Members,
  - b) elect and be elected as members of the Association's governing bodies, in accordance with the rules set forth in these Statutes,
  - c) express their opinions and present their motions and requests to the Association's governing bodies,
  - d) make use of the property and of all forms of activities of the Association,
  - e) participate in meetings, lectures, training sessions, conferences and other events organised by the Association.
2. Supporting Members belonging to the category of entities managing V4 Group airports shall be entitled to:
  - a) participate in General Meetings of Members,
  - b) elect the President of the Management Board and members of the Association's Audit Committee, in accordance with the rules set forth in these Statutes, and elect and be elected as members of the Association Council,
  - c) express their opinions and present their motions and requests to the Association's governing bodies,
  - d) make use of the property and of all forms of activities of the Association,
  - e) participate in meetings, lectures, training sessions, conferences and other events organised by the Association.
3. Supporting Members belonging to the category of entities managing non-V4 Group airports or other entities conducting aviation business activity shall be entitled to:
  - a) participate in General Meetings of Members,
  - b) active and passive participation in the Association Council election;
  - c) express their opinions and present their motions and requests to the Association's governing bodies,
  - d) make use of the property and of all forms of activities of the Association,
  - e) participate in meetings, lectures, training sessions, conferences and other events organised by the Association.
4. Founding Members shall enjoy all rights accorded to Ordinary Members, and shall additionally be entitled to:
  - a) participate in activities, including meetings, of the Association Council in an advisory capacity – applies to Founding Members who are not members of the Association Council,

- b) express their opinions on candidates who wish to become members of the Association's governing bodies,
  - c) request that an Extraordinary General Meeting of Members be convoked, in accordance with section 21 para. 2 item d).
5. Honorary Members shall enjoy all rights accorded to Ordinary Members, except for the right to participate in General Meetings of Members and the right to elect and be elected.

#### §16

1. The status of an Ordinary Member or a Supporting Member shall expire if the Member in question:
  - a) tenders a written resignation to the Management Board,
  - b) dies or loses legal personality or full legal capacity,
  - c) is convicted by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence,
  - d) fails to pay membership dues in the amount and in accordance with the rules specified by the General Meeting of Members,
  - e) undermines the good name of the Association,
  - f) fails to fulfil any other Member obligation towards the Association,
  - g) is stripped of membership in the Association.
2. The status of a Founding Member shall continue for life, i.e. it shall not expire for reasons specified in §16 para. 1 items d) – f) of these Statutes, nor can a Founding Member be stripped of membership under §16 para. 1 item g) of these Statutes.
3. The status of an Honorary Member shall expire if the Member in question:
  - a) tenders a written renouncement of Honorary Membership to the Management Board,
  - b) is stripped of Honorary Membership via resolution of the Audit Committee.
4. Expiry of membership in the Association for reasons specified in §16 para. 1 of these Statutes shall be declared by the Management Board via a resolution. Should any of the grounds for expiry of membership specified in §16 para. 1 items d) – f) of these Statutes arise, before declaring expiry of membership in the Association, the Management Board may call on the Ordinary Member or the Supporting Member to undertake appropriate actions to remedy the violation, if possible.

#### §17

1. Resolution of the Management Board declaring expiry of membership in the Association referred to in §16 para. 4 of these Statutes may be appealed against to the Audit Committee by the member whom the resolution concerns.
2. The appeal referred to in §17 para. 1 of these Statutes should be submitted in writing to the Chairperson of the Audit Committee within 30 days of the date on which the Member received the resolution of the Management Board declaring expiry of membership in the Association referred to in §16 para. 4 of these Statutes. Until the appeal is reviewed by the Audit Committee, the Member with respect to whom the Management Board adopted the resolution declaring expiry of membership in the Association shall not be treated as a Member of the Association and shall not enjoy any rights stemming from membership.
3. The appeal referred to in §17 para. 2 of these Statutes shall be reviewed by the Audit Committee within three months of the date on which it was lodged.
4. The resolution of the Audit Committee referred to in §17 para. 3 of these Statutes shall be final.

#### CHAPTER IV



## **Governing bodies of the Association**

### **§18**

1. The following shall be the governing bodies of the Association:
  - a) General Meeting of Members,
  - b) Management Board,
  - c) Audit Committee,
  - d) Association Council.

### **§19**

1. Members of the governing bodies of the Association shall perform their duties on a paid or unpaid basis, in accordance with resolution of the General Meeting of Members.
2. Meetings of the governing bodies of the Association, including General Meetings of Members, may be held via electronic means of communication, provided that the notice of the meeting in question describes the manner of participation and exercise of voting rights.
3. Governing bodies of the Association may adopt and use regulations concerning the manner of their functioning. Regulations of the governing bodies of the Association may not contravene these Statutes.
4. The Management Board shall be responsible for providing organisational and formal support for other governing bodies of the Association and for keeping the Association's documents and books, including archiving. The General Meeting of Members, the Audit Committee and the Association Council shall hand over all documents related to activities of the Association, especially resolutions, to the Management Board without undue delay.

## **General Meeting of Members**

### **§20**

1. The General Meeting of Members shall be the highest governing body of the Association and shall make final decisions with respect to all matters falling within the scope of the Association's activities and related to fulfilment of its goals.
2. General Meetings of Members may be attended by Ordinary Members, Founding Members and Supporting Members, in accordance with the rules set forth in these Statutes.
3. Supporting Members who are not natural persons shall participate in General Meetings of Members through their representatives, as per §11 para. 4 of these Statutes.
4. General Meetings of Members may be ordinary or extraordinary.
5. A General Meeting of Members may be replaced, via decision of the Management Board, by a Meeting of Delegates if the number of Ordinary Members and Supporting Members exceeds 200. Notice of a General Meeting of Delegates should be sent three weeks before the date of the Meeting. Delegates shall be chosen as follows: (i) any five Ordinary Members or five Supporting Members from the V4 Group or five Supporting Members of the Association belonging to the category of non-V4 Group airport managing entities or other entities conducting aviation business activity may choose one delegate from among themselves or from outside their group via a written declaration submitted to the Management Board not later than 7 days before the date of the General Meeting of Delegates; (ii) Ordinary Members or Supporting Members from the V4 Group or five Supporting Members of the Association belonging to the category of non-V4 Group airport managing entities or other entities conducting aviation business activity who fail to choose a delegate or inform the Management Board of their choice within the deadline specified in (i) above shall lose the right to choose a delegate. Provisions related to General Meetings of Members shall apply accordingly to General Meetings of Delegates; a General Meeting of Delegates shall have the capacity to adopt resolutions on a first date in the presence of at least half of delegates duly chosen and notified to the Management Board not later than 7 days before the date of the General Meeting of Delegates, who have the right to vote, or on a second date, which may be set not



earlier than 30 minutes after the first date has been set, regardless of the number of present delegates.

6. Whenever these Statutes refer to a General Meeting of Members, if a General Meeting of Members is replaced by a Meeting of Delegates, provisions of these Statutes shall apply accordingly to a Meeting of Delegates.
7. Founding Members shall have the right to attend General Meetings of Members and General Meetings of Delegates regardless of the number of Ordinary Members and Supporting Members.

#### §21

1. An Ordinary General Meeting of Members shall be convoked by the Management Board once per year within 6 months following the end of each calendar year. Agenda of an Ordinary General Meeting of Members shall include at least review and approval of financial statements and report on activities of the Association as well as grant of discharge to members of the Management Board and the Audit Committee. If the term of office of members of governing bodies of the Association expires in relation to the Ordinary General Meeting of Members being held, the agenda shall also include mandatory elections of members of the governing bodies of the Association.
2. An Extraordinary General Meeting of Members shall be convoked by the Management Board:
  - a) on the Management Board's own initiative,
  - b) upon written request of the Audit Committee or the Association Council,
  - c) upon written request of at least one third of all Ordinary Members and Supporting Members of the Association,
  - d) upon written request of at least 5 Founding Members.
3. A request to convoke an Extraordinary General Meeting of Members must include a proposed agenda as well as draft resolutions to be put to a vote.
4. The Management Board shall convoke an Extraordinary General Meeting of Members within two months of the date of the written request referred to in §21 para. 2 item b, c or d of these Statutes.

#### §22

1. The Management Board shall inform all Members of the Association about the date, place and proposed agenda of a General Meeting of Members at least three weeks in advance.
2. Notice may be given via: mail, courier mail or electronic mail to addresses specified by the Founding Members in the List of Founders and by other Members of the Association in their declarations of membership.

#### §23

1. The General Meeting of Members shall have exclusive competence in the following matters:
  - a) adoption of resolutions which define the primary directions of the programme and financial activities of the Association,
  - b) election of the President of the Management Board and members of the Audit Committee,
  - c) determination of the number of members of the Association Council and election of half of these members, with special regard to §30 para. 2 hereof,
  - d) review and approval of reports of the Management Board, Audit Committee and optionally the Association Council,
  - e) review and approval of financial statements,
  - f) adoption of the Association's budget,



- g) adoption of resolutions concerning grant of discharge to members of the Management Board and the Audit Committee,
  - h) grant and revocation of the title of Honorary Member,
  - i) determination of the amount and rules for payment of member dues,
  - j) adoption of resolutions amending these Statutes,
  - k) adoption of resolutions on dissolution or liquidation of the Association, appointment of liquidators of the Association and allocation of its assets,
  - l) approval to join an international organisation,
  - m) adoption of resolutions in matters for which these Statutes do not specify competence of other governing bodies of the Association.
2. A General Meeting of Members shall have the capacity to adopt resolutions on a first date in the presence of at least half of Members who have the right to vote, or on a second date, which may be set not earlier than 30 minutes after the first date has been set, regardless of the number of present Members.
  3. Unless a specific provision of these Statutes or of law states otherwise, resolutions of the General Meeting of Members shall be adopted by a simple majority of votes.
  4. Each Ordinary Member and Supporting Member of the Association shall be entitled to one vote.
  5. A General Meeting of Members shall elect its Chairperson and Minutes Taker.
  6. Proceedings of General Meetings of Members and adopted resolutions shall be recorded in minutes.

### **Management Board**

#### §24

1. The Management Board may have one or more members.
2. The President of the Management Board shall be elected by the General Meeting of Members for a 6-year term of office by secret ballot, by an absolute majority of votes, in the presence of at least half of all Members who have the right to vote.
3. During his/her term of office, the President of the Management Board shall appoint and dismiss other Members of the Management Board via decisions; appointments of other Members of the Management Board shall expire not later than upon expiry of the term of office of the President of the Management Board.
4. Persons convicted by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence may not be Members of the Management Board.
5. Appointment of the President of the Management Board shall expire upon:
  - a) expiry of the term of office,
  - b) resignation,
  - c) conviction by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence.
6. Appointment of a Member of the Management Board shall expire upon:
  - a) expiry of the term of office of the President of the Management Board,
  - b) resignation,
  - c) conviction by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence,
  - d) dismissal by the President of the Management Board.

7. The Management Board shall direct the current activities of the Association and represent the Association before third parties.
8. Declarations of intent on behalf of and for the Association, including those which entail incurrence of liabilities, shall be submitted by the President of the Management Board acting independently or by the President of the Management Board acting jointly with another Member of the Management Board.

#### §25

1. Competences of the Management Board shall include:
  - a) representing the Association before third parties and acting on its behalf,
  - b) managing the current affairs of the Association,
  - c) fulfilling the goals of the Association,
  - d) adopting the strategy of the Association,
  - e) organising and managing business activities,
  - f) specifying the models for the seal, emblem, flag, etc.,
  - g) adopting internal regulations of the Management Board,
  - h) managing activities of the Association in accordance with provisions hereof and with resolutions and recommendations of the General Meeting of Members,
  - i) managing assets of the Association, including disposing and incurring liabilities,
  - j) convoking and preparing General Meetings of Members,
  - k) accepting and removing Members of the Association,
  - l) requesting the General Meeting of Members to grant the title of Honorary Member.

#### §26

1. Resolutions of the Management Board shall be adopted by an absolute majority of votes. Resolutions shall be adopted during meetings of the Management Board, in the presence of at least half of its Members, and between the meetings of the Management Board through voting pursuant to a different procedure adopted in the regulations of the Management Board or consensually by the Management Board on an ad hoc basis.
2. Meetings of the Management Board shall be held as needed, but at least once per quarter.
3. Work of the Management Board shall be managed by the President of the Management Board, and in his/her absence, a person designated by him/her who is a Member of the Management Board.

### **Audit Committee**

#### §27

1. The Audit Committee shall audit the activities of the Association.
2. The Audit Committee shall have between 3 and 5 members, elected by the General Meeting of Members for a 6-year term of office by secret ballot, by an absolute majority of votes, in the presence of at least half of all Members who have the right to vote.
3. Should the Audit Committee lose members during its term of office, vacancies may be filled by co-opting. Co-opting shall be done by the remaining members of the Audit Committee. The term of office of members of the Audit Committee appointed in this manner shall expire upon expiry of the term of office of other members of the Audit Committee.
4. Members of the Audit Committee:



- a) may not be Members of the Management Board,
  - b) may not be spouses of, cohabit with or be related (whether by consanguinity or affinity) to Members of the Management Board,
  - c) may not be in an employment relationship with the Association,
  - d) may not be convicted by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence,
5. Appointment of a member of the Audit Committee shall expire upon:
- a) expiry of the term of office,
  - b) resignation,
  - c) conviction by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence.
6. The Audit Committee shall elect a Chairperson from among its members.

#### §28

1. Competences of the Audit Committee shall include:
- a) auditing the activities of the Association, with a particular emphasis on economic and financial activities in terms of purposefulness, diligence and frugality as well as compliance with resolutions of the General Meeting of Members,
  - b) auditing the activities of the Management Board,
  - c) requesting that an Extraordinary General Meeting of Members be convoked,
  - d) submitting motions to grant discharge to members of the Management Board,
  - e) presenting reports on its activities at General Meetings of Members,
  - f) representing the Association in the scope of conclusion of contracts with Members of the Management Board and in disputes with those Members,
  - g) making decisions with respect to granting remuneration to Members of the Management Board and the amount of that remuneration.

#### §29

- 1. Resolutions of the Audit Committee shall be adopted by an absolute majority of votes. Resolutions shall be adopted during meetings of the Audit Committee, in the presence of at least half of its members, and between the meetings of the Audit Committee through voting pursuant to a different procedure adopted in the regulations of the Management Board or consensually by the Management Board on an ad hoc basis.
- 2. Meetings of the Audit Committee shall be held as needed, but at least once per quarter.
- 3. Work of the Audit Committee shall be managed by the Chairperson, and in his/her absence, a person designated by him/her who is a member of the Audit Committee.

### **Association Council**

#### §30

- 1. The Association Council shall be an opinion-giving and advisory body of the Association.
- 2. The Association Council shall have no fewer than 4 members, elected at the General Meeting of Members. The resolution concerning the number of members of the Association Council shall be adopted by the Meeting of Members, with the proviso that the Association Council shall have an even number of members. Members of the Association Council shall be elected in groups, with half of members of the Association Council elected by Supporting Members, and half by Ordinary Members. Candidates for the Association Council nominated by each group of Members shall

be voted for separately at the General Meeting of Members. Resolutions concerning elections to the Association Council shall be adopted by secret ballot, by an absolute majority of votes. Supporting Members may be members of the Association Council. Supporting Members shall act within the Association Council through their representatives, notified to the Association in writing. Changing the representative of a Supporting Member in the Association Council shall be done through a unilateral declaration of intent of the Supporting Member submitted to the Association and does not require consent of the Association.

3. Should the Association Council lose members during its term of office, vacancies may be filled by co-opting. Co-opting shall be done either by Ordinary Members remaining in the Association Council, if the Association Council loses a member appointed by Ordinary Members, or by Supporting Members remaining in the Association Council, if the Association Council loses a member appointed by Supporting Members. The term of office of members of the Association Council appointed in this manner shall expire upon expiry of the term of office of other members of the Association Council.
4. Members of the Association Council:
  - a) may not be Members of the Management Board,
  - b) may not be members of the Audit Committee,
  - c) may not be convicted by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence.
5. Appointment of a member of the Association Council shall expire upon:
  - a) expiry of the term of office,
  - b) resignation,
  - c) conviction by a final judgement of any intentional offence prosecuted under public prosecution or of a tax offence.
6. The Association Council shall elect a Chairperson from among its members.
7. The Chairperson of the Association Council shall have the casting vote in case of a deadlock.

#### §31

1. Competences of the Association Council shall include:
  - a) supporting the Management Board in deciding the strategy of the Association,
  - b) expressing opinions in matters presented by other governing bodies of the Association,
  - c) expressing opinions and presenting motions and requests to other governing bodies of the Association.

#### §32

1. Resolutions of the Association Council shall be adopted by an absolute majority of votes. Resolutions shall be adopted during meetings of the Association Council, in the presence of at least half of its members, and between the meetings of the Association Council through voting pursuant to a different procedure adopted in the regulations of the Management Board or consensually by the Management Board on an ad hoc basis.
2. Meetings of the Association Council shall be held as needed, but at least once per six months.
3. Work of the Association Council shall be managed by the Chairperson, and in his/her absence, a person designated by him/her who is a member of the Association Council.

### **CHAPTER V** **Assets and funds**

#### §33



1. Assets of the Association shall include movable property, real property, financial resources and other property rights.
2. Sources of the Association's assets shall include the following:
  - a) membership dues,
  - b) donations, inheritances and bequests,
  - c) revenue from real property and movable property of which the Association is an owner or a usufructuary,
  - d) grants, subsidies and public funds,
  - e) public generosity, including public fundraising,
  - f) revenue from events, contests, auctions and tenders,
  - g) revenue from capital,
  - h) revenue from business activities,
  - i) revenue from paid public benefit activities.
3. Revenue from donations, inheritances, bequests and subsidies may be used to fulfil the goals of the Association at the Association's full discretion, unless the donors decide otherwise by indicating a specific purpose.
4. The entire revenue earned by the Association shall be allocated towards fulfilment of the goals specified in these Statutes.

#### §34

1. It shall be prohibited to:
  - a) grant loans or secure liabilities using assets of the Association with respect to its Members, members of its governing bodies, its employees or persons who are spouses of, cohabit with or are lineal relatives (whether by consanguinity or affinity) or collateral relatives within the second degree (whether by consanguinity or affinity) of or are related by adoption, guardianship or custodianship to Members of the Association, members of its governing bodies or its employees,
  - b) transfer assets of the Association to its Members, members of its governing bodies or its employees or their close friends or relatives in any manner which differs from transfer to third parties, especially if such transfer is being done free of charge or on preferential terms,
  - c) use assets of the Association for the benefit of its Members, members of its governing bodies or its employees or their close friends or relatives in any manner which differs from use for the benefit of third parties, unless such use stems directly from a goal specified in these Statutes,
  - d) purchase goods or services from entities whose members include Members of the Association, members of its governing bodies or its employees or their close friends or relatives in any manner which differs from purchase from third parties or at prices higher than market prices.

### **CHAPTER VI**

#### **Amendment of these Statutes and dissolution of the Association**

##### **Amendment of these Statutes**

#### §35

1. Amending these Statutes requires a resolution of the General Meeting of Members adopted by a  $\frac{3}{4}$  majority of votes in the presence of at least half of all Members of the Association who have the right to vote.

2. Amendment to these Statutes may be adopted by the General Meeting of Members only if it is listed on the agenda included in the notice of the General Meeting of Members and the appropriate draft resolutions are delivered to Members of the Association together with that notice.

### **Dissolution of the Association**

#### §36

1. Dissolving the Association requires a resolution of the General Meeting of Members adopted by a  $\frac{3}{4}$  majority of votes in the presence of at least half of all Members of the Association who have the right to vote.
2. Resolution on dissolution of the Association should specify the manner of liquidation of the Association and the rules for disposal of its remaining assets.
3. Resolution on dissolution of the Association may be adopted by the General Meeting of Members only if it is listed on the agenda included in the notice of the General Meeting of Members and the appropriate draft resolutions are delivered to Members of the Association together with that notice.



Stanisław Wojtera

President of the Management Board

