

# STATUTE OF THE ASSOCIATION MOST

## Section I

### General provisions

#### §1

The Association under the name of the MOST Association, referred to as the Association, operates on the basis of the provisions of The Law on Associations Act of 7th April 1989 (as amended), the Act named On Public benefit activities and Volunteering of 24th April 2003 (as amended) and this Statute.

#### §2

1. The Association has the right to use seals and signs in accordance with the applicable regulations.
2. The right to use the name and graphic symbol is reserved and is granted only to the Association.
3. The association has the right to use the extended name of the Association for Support of Non-Governmental organizations "MOST".

#### §3

The Association has legal entity.

#### §4

1. The seat of the Association is the city of Zabrze.
2. The Association operates in the territory of the Republic of Poland with particular emphasis on activities in the area of the Silesian Voivodeship.
3. The Association may carry out activities outside Poland in the scope of achieving statutory objectives.
4. The Association bases its activities on the social work of its members. It may employ staff, including its members, to conduct its affairs.
5. Members of the Board of the Association may receive remuneration for activities performed with the function and in accordance with the resolutions of the Board of the Association (this also applies to local branches).
6. In contracts between the Association and a Member of the Management Board of the Association and in disputes with them, the Association is represented by a member of the internal control body indicated in a resolution of that body or a proxy appointed by a resolution of the General Meeting of Members (this also applies to local branches)

#### §5

The association shall be established for an indefinite period.

## §6

1. The Association's territorial units are the Branches referred to in Section VII, which may obtain legal entity at the request of the General Meeting of the Branch Members and on the basis of a resolution of the Association's Management Board.
2. The manner of transferring the assets to branches that have acquired legal entity shall be determined by the power of the Management Board of the Association appointing them.
3. Branches without legal entity benefit from the legal entity of the Association on the basis of the powers of the Board of the Association.
4. Branches of the Association, having legal entity, remain within the structures of the Association as its territorial organizational units, are subordinate to the authorities of the Association as defined in Chapter IV of the Association Statute and implement the objectives of the Association in the forms and means of action provided for in that Statute.
5. Branches shall be dissolved on the basis of a decision of the appointing authority, after discharge has been obtained for the period of their activity
6. In the case of dissolution of a local organizational unit with legal entity, its liquidation shall be carried out. The property left after liquidation remains the property of the association.

## Section II.

### **Objectives of the action**

## §7

The main objective of the Association is to conduct educational and scientific activities, social assistance, vocational and social and professional rehabilitation of disabled people and in the area of culture, serving the building of civil society and the development of non-governmental organizations as entities expressing the activity of societies and local communities in the face of socio-economic problems. These activities are to support the formation of active attitudes of citizens toward problems related to the improvement of the quality of life, as well as the fulfillment of duties and the respect of civil rights, and to increase the involvement of non-governmental organizations in the process of local, regional and Polish development.

The following specific objectives serve the main purpose of the Association:

- a) promoting, initiating, supporting and implementing projects related to the development of democracy and civil society, including those related to the involvement of citizens in decision-making processes (i.e. civic participation), in particular by developing and disseminating solutions for building partnership cooperation between non-governmental organisations and the administration and other entities,
- b) promoting, initiating, supporting and implementing projects aimed at developing the potential of NGOs and professionalizing their activities, aimed at increasing the involvement of the third sector in solving socio-economic problems, with particular emphasis on measures to reduce unemployment by promoting employment and professional activation, supporting the process of integration and reintegration into employment, supporting entrepreneurship, including social

entrepreneurship and social activation of the unemployed and those at risk of losing their jobs, including the development of volunteering,

- c) promoting, initiating, supporting and implementing projects aimed at developing initiatives of local communities and community projects and creating civic and pro-social attitudes, with particular emphasis on actions aimed at equalizing opportunities; preventing exclusion and social pathologies and promoting integration,
- d) promoting, initiating, supporting and implementing aid, educational and cultural programs contributing to the increase of interest in social activities, with particular emphasis on the young and the elderly;
- e) promoting, initiating, supporting and implementing measures to counter stereotypes and prejudices functioning in society with particular regard to the rights of women and children and groups discriminated against on grounds of social status, age, origin or model of life,
- f) promoting, initiating, supporting and implementing programs for decent living, life independence, development and social and occupational integration of people with disabilities and on solving problems and overcoming limitations in the environment of people with disabilities, including supporting cooperation for comprehensive solving of problems of these environments,
- g) promoting, supporting and organising regional, interregional, national and international cooperation, including with the Polish community,
- h) promoting, initiating, supporting and implementing sustainable development programs aimed at building a society responsible for its surroundings, including implementation of tasks in the field of ecology, environmental protection, generational solidarity and corporate social responsibility,
- i) promoting, initiating, supporting and implementing programs for building the information society, including the implementation of tasks related to access to information, education and combating digital exclusion,
- j) promoting, initiating, supporting and implementing measures in the field of social assistance, combating social exclusion, promoting social employment and job creation,
- k) promoting, initiating, supporting and implementing activities in the field of education, including non-formal education and lifelong education,
- l) promoting, initiating, supporting and implementing measures to support the development of entrepreneurship, including social entrepreneurship through the promotion and incubation of entrepreneurship, providing support services to the small and medium-sized enterprise sector,
- m) promoting, initiating, supporting and implementing activities related to running business environment institutions, including cooperation and activities for other business environment institutions.
- n) promoting, initiating, supporting and implementing activities related to the prevention of addiction, including alcohol, drug and other behavioral addictions aimed at promoting a healthy and active lifestyle throughout its duration.

The Association pursues its objectives in particular by:

- a) cooperation with national and international non-governmental organisations and networks of organisations, social initiatives and persons involved in social activities;
- b) cooperation with institutions supporting local development and development of the non-governmental sector, as well as with state and local government administration bodies and institutions,
- c) implementation of model, innovative and experimental projects by and on behalf of the Association, in particular state and local government authorities,
- d) project management and accounting,
- e) conducting advisory, training, information and promotional activities,
- f) conducting activities related to social animation and public consultations,
- g) organisation of professional activation activities, including: conducting professional counseling, coaching, job training, placement, internships and volunteering and professional courses,
- h) providing various forms of assistance to people in need, including self-help groups and support groups, social services supporting social and professional roles, permanent and temporary stay facilities, counselling, psychological assistance,
- i) organisation of a financial system and in-kind support for non-governmental organisations, informal groups and people at risk of social exclusion, including regranting,
- j) publishing and editing materials (newsletters, books, brochures, leaflets, etc.),
- k) conducting scientific and research work, including evaluation research aimed at the development of non-governmental organisations,
- l) providing technical assistance, including it assistance to non-governmental organisations, including the development and preparation of online tools,
- m) conducting various services on request and from own resources, among others: Clubes of Social Integration, Centres of Social Integration, Day Houses of Residence, Environmental Self-Help Establishments, Educational Institutions, social assistance, health care facilities, family forms of child care, the elderly and disabled, clubs and teams,
- n) organisation and conduct of events in compliance with the provisions of the Act of 20 march 2009 on safety of mass events,
- o) sale of products made by participants of Occupational Therapy Workshops and Social Integration Center as part of paid activity;
- p) conducting social, professional and health rehabilitation and providing care services, including resting care and services of assistants.

## §8A

1. The Association may conduct activities free of charge for the public benefit in the following scope:

- a) PKD 58.11.Z - Publishing of books,
- b) PKD 58.13.Z - Publishing of newspapers,
- c) PKD 58.14.Z - Publishing of journals and other periodicals
- d) PKD 58.19.Z - Other publishing activities,
- e) PKD 58.29.Z - Publishing activity in the field of other software,
- f) PKD 62.01.Z - Software-related activities,
- g) PKD 62.02.Z - Activities related to consulting in the field of computer science,
- h) PKD 62.09.Z - Other service activities in the field of information and computer technologies 62.09.Z
- i) PKD 63.12.Z - Activities of Internet portals,
- j) PKD 68.20.Z - Rental and management of own and leased real estate,
- k) PKD 70.21.Z - Public relations and communication
- l) PKD 70.22.Z - Other business and management consultancy
- m) PKD 72.20.Z - Research and development in the field of social sciences and humanities,
- n) PKD 73.20.Z - Market and public opinion research
- o) PKD 74.90.Z - Other professional, scientific and technical activities not elsewhere classified
- p) PKD 77.33.Z - Rent and lease of office machinery and equipment, including computers
- q) PKD 78.10.Z - Activities related to finding jobs and acquiring employees,
- r) PKD 78.20.Z - Activities of temporary employment agencies,
- s) PKD 78.30.Z - Other activities related to providing employees,
- t) PKD 82.11.Z - Service activities related to administrative office support,
- u) PKD 82.30.Z - Activities related to the organisation of fairs, exhibitions and congresses,
- v) PKD 82.99.Z - Other business support activities, not elsewhere classified,
- w) PKD 84.11.Z - Directing basic types of public activities,
- x) PKD 85.59.B - Other extra curricular forms of education, not elsewhere classified,
- y) PKD 85.60.Z -Activities supporting education,
- z) PKD 87.30.Z - Social assistance with accommodation for the elderly and disabled,
- aa) PKD 88.10.Z - Social assistance without accommodation for the elderly and disabled,
- bb) PKD 88.91.Z - Day care for children,
- cc) PKD 88.99.Z - Other social assistance without providing accommodation, not elsewhere classified,

- dd) PKD 90.04.Z - Activities of cultural establishments,
- ee) PKD 91.01.A - Activities of libraries,
- ff) PKD 93.29.Z - Other entertainment and leisure activities,
- gg) PKD 94.99.Z - Activities of other member organisations, not elsewhere classified.

2. The Association may operate as a paid public benefit activity in the following scope:

- a) PKD 58.11.Z - Publishing of books,
- b) PKD 58.13.Z - Publishing of newspapers,
- c) PKD 58.14.Z - Publishing of journals and other periodicals
- d) PKD 58.19.Z - Other publishing activities,
- e) PKD 58.29.Z - Publishing activity in the field of other software,
- f) PKD 62.01.Z - Software-related activities,
- g) PKD 62.02.Z - Activities related to counselling in the field of computer science,
- h) PKD 62.09.Z - Other service activities in the field of information and computer technologies 62.09.Z
- i) PKD 63.12.Z - Activities of Internet portals,
- j) PKD 68.20.Z - Rental and management of own and leased real estate,
- k) PKD 70.21.Z - Public relations and communication
- l) PKD 70.22.Z - Other business and management consultancy
- m) PKD 72.20.Z - Research and development in the field of social sciences and humanities,
- n) PKD 73.20.Z - Market and public opinion research
- o) PKD 74.90.Z - Other professional, scientific and technical activities not elsewhere classified
- p) PKD 77.33.Z - Rent and lease of office machinery and equipment, including computers
- q) PKD 78.10.Z - Activities related to finding jobs and acquiring employees,
- r) PKD 78.20.Z - Activities of temporary employment agencies,
- s) PKD 78.30.Z - Other activities related to providing employees,
- t) PKD 82.11.Z - Service activities related to administrative office support,
- u) PKD 82.30.Z - Activities related to the organization of fairs, exhibitions and congresses,
- v) PKD 82.99.Z - Other business support activities, not elsewhere classified,
- w) PKD 84.11.Z - Directing basic types of public activities,
- x) PKD 85.59.B - Other extra curricular forms of education, not elsewhere classified,
- y) PKD 85.60.Z - Activities supporting education,

- z) PKD 87.30.Z - Social assistance with accommodation for the elderly and disabled,
- aa) PKD 88.10.Z - Social assistance without accommodation for the elderly and disabled,
- bb) PKD 88.91.Z - Day care for children,
- cc) PKD 88.99.Z - Other social assistance without providing accommodation, not elsewhere classified,
- dd) PKD 90.04.Z - Activities of cultural facilities,
- ee) PKD 91.01.a - Activities of libraries,
- ff) PKD 93.29.Z - Other entertainment and leisure activities,
- gg) PKD 94.99.Z - Activities of other member organisations, not elsewhere classified,
- hh) PKD 47.19.Z – Other retail sales in non-specialized stores within the scope referred to in paragraph 8 point o)

### Section III.

#### **Members, their rights and obligations**

##### §9

Members are divided into:

- a) ordinary members,
- b) supporting members

##### §10

1. An ordinary member of the Association may be any person of legal age who submits a completed membership declaration and is accepted by the Board of the Association, subject to paragraph 2.
2. Founding members of the Association become ordinary members upon signing the membership declaration.
3. On the basis of the rules laid down by law and this Statute, ordinary members may be foreigners not residing in the territory of the Republic of Poland.

##### §11

Ordinary members have the right to:

- a) elect and be elected to the authorities of the Association,
- b) participate with a vote in the General Meeting of Members,
- c) submit proposals and proposals concerning the activities of the Association,
- d) use the assistance of the Association.

## §12

The duties of an ordinary member shall be:

- a) compliance with the provisions of the Statute and resolutions of the Association authorities,
- b) active participation in the activities of the Association and the implementation of its statutory objectives,
- c) regular payment of membership fees.

## §13

1. A supporting member of the Association may be a natural or legal person who makes a financial contribution to the Association or actively supports the Association objectives and who will be accepted by the Association Management Board on the basis of a membership declaration.
2. The above applies also to natural persons and entities from outside the territory of the Republic of Poland.
3. A supporting member shall have the right to:
  - a) participate in the general meeting of members with an advisory vote,
  - b) submit proposals and proposals concerning the activities of the Association.
4. The supporting member is obliged to pay the declared membership contributions on a regular basis,
5. A supporting member - a legal person who acts in the Association through a proxy.

## §14

1. Membership in the Association shall cease as a result of:
  - a) a voluntary statement submitted in writing to the Management Board of the Association,
  - b) deletion by the Board of the Association due to non-payment of membership fees for the period of 1 year,
  - c) exclusion by a resolution of the Board of the Association due to non-compliance with the provisions of the Statute and resolutions of the Association authorities or acting to the detriment of the Association,
  - d) loss of full legal capacity,
  - e) dissolution of the association,
  - f) loss of legal personality by a supporting member who is a legal person.
2. The resolution of the Management Board of the Association on deletion or exclusion may be appealed to the General Meeting of Members within 30 days from the date of delivery of the resolution.



## Section IV.

### **Main authorities of the Association**

#### §15

The authorities of the Association shall be:

1. General Meeting of Members,
2. The Board of the Association,
3. The Audit Committee.

#### §16

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

#### §17

The General Meeting of Members may be ordinary or extraordinary.

#### §18

1. The Annual General Meeting of Members shall be convened by the Board of the Association once a year, no later than the end of the second quarter.
2. The Management Board of the Association shall notify members of the date, place, manner and order of the General Meeting at least 14 days before the appointed date in person with confirmation, registered letter or e-mail.
3. It is possible to hold and participate in the General Meeting of Members also using electronic means of communication. The Management Board of the Association shall specify in the notification the manner and description of the manner of participation and exercise of voting rights.
4. The Extraordinary General Meeting of Members is convened by the Board of the Association:
  - a) on its own initiative,
  - b) at the request of the Audit Committee,
  - c) at the written request of at least 1/3 ordinary members.
5. The claim or request referred to in points b) and c) of Act 3 shall include a proposal for the agenda of the meeting.
6. The Extraordinary General Meeting of Members shall be convened no later than within 2 months from the submission of the request or request and shall only discuss matters included in the agenda.
6. The General Meeting of Members shall be chaired by the Chairman, elected from among the ordinary members by majority vote.

#### §19

The competences of the General Meeting of Members include:

- a) adopting the main directions of substantive and financial activity of the Association,

- b) adopting a resolution on discharge for the outgoing Management Board of the Association at the request of the Audit Committee,
- c) election and dismissal of members of the Association's Management Board and the Audit Committee,
- d) determining the amount of membership fees and the rules and deadlines for their payment,
- e) adopting, at the request of the Management Board of the Association, resolutions on the amendment of the Articles of Association or dissolution of the Association,
- f) considering appeals against resolutions of the Association's Management Board,
- g) approval of the substantive and financial report of the Association,
- h) consideration of matters not reserved to the competence of other authorities of the Association.

#### §20

1. The General Meeting of Members shall adopt resolutions by open vote, except for the election of the Association Management Board and the Audit Committee, by a simple majority of votes, in the presence of at least half of the ordinary members, excluding resolutions concerning the amendment of the Articles of Association and the resolution on the dissolution of the Association.

2. If the General Meeting of Members on the first date is not capable of adopting resolutions, due to the lack of the required number of members at the meeting, the General Meeting of Members shall be convened on the second date, not earlier than half an hour. The General Meeting of Members convened in this manner may adopt important resolutions in the presence of at least 1/3 ordinary members.

#### §21

The Board of the Association directs the activities of the Association and represents them externally.

#### §22

1. The Board of the Association consists of 2 to 5 members, including the President of the Board of the Association.

2. The members of the Board of the Association are elected by the General Meeting by secret ballot.

3. Members of the Board of the Association must meet the condition that they have not been convicted by a final judgment for a deliberate crime prosecuted by public accusation or for a fiscal offense.

4. The term of office of the Board of the Association lasts 2 years.

5. Membership of the Board of the Association shall cease upon dismissal or death.

6. The dismissal of a member of the Board of the Association takes place in the case of:

- a) the end of the term of office of the Association Board,
- b) submitting a written resignation to the Management Board of the Association,
- c) failure to perform the duties for at least half of the term of office;
- d) acting to the detriment of the Association or violating the law or the Statute of the Association.

7. The General Meeting of Members shall dismiss a member of the Association's Management Board for the reasons specified in Act 6 points c) and d) in accordance with Act 2.

8. Dismissal of a member of the Board of the Association for the reasons set out in Act 6 point b) takes place upon delivery to the Board of the Resignation Association. In the event of a decrease in membership as a result of resignation or loss of membership, the Board of the Association has the right to supplement its membership by co-opting. Co-opt shall be made by the other members of the body whose membership has decreased. In this mode, no more than half of the composition of a given body may be co-opted during the term of office.

9. In the event of a decrease in the composition of the Association's Management Board, which prevents the performance of statutory functions, the General Meeting of Members shall elect a new Management Board of the Association.

#### §23

1. The Management Board of the Association elects from among its members the President of the Management Board of the Association who directs its work.

2. The Management Board of the Association shall dismiss the President of the Management Board, applying the provisions of §22 Act 6 points b), c) and d) respectively but for the termination of his membership in the Management Board the provisions of §22 Act 6 point b) and Act 7 shall apply.

#### §24

Meetings of the Board of the Association shall be held at least once a quarter. The meetings of the Board of the Association shall be recorded.

#### §25

The competences of the Association Management Board include:

- a) representing the Association externally and acting on its behalf,
- b) disposal of the assets of the Association,
- c) implementing resolutions of the General Meeting of Members,
- d) preparing annual reports on the activities of the Association and making them public, in accordance with the applicable regulations,
- e) convening the General Meeting of Members,
- f) preparation and adoption of annual and multiannual plans of the Association,
- g) the admission, deletion and exclusion of members;
- h) consideration of matters between members arising from the activities of the Association,
- i) determining the principles of remuneration of employees of the Association,
- j) submitting a proposal in matters concerning the amendment of the Articles of Association or dissolution of the Association,

- k) appointing local units and giving consent to having legal personality, suspending or revoking resolutions of local branch offices of the Association, if they are contrary to the Statute, resolutions of the Association authorities or provisions of law,
- l) settlement of appeals against resolutions of local units of the Association and consideration of disputes arising in their group.
- m) adopting resolutions on the internal organization of the Association Management Board and other matters reserved by the Statute to the competence of the Association Management Board

#### §26

1. Each member of the Management Board acting alone is authorized to submit declarations of will not result in incurring financial obligations on behalf of the Association.
2. Two members of the Board acting together are authorized to incur property obligations on behalf of the Association and to the validity of resolutions.
3. The Management Board may appoint representatives on the basis of the terms of the warrant.

#### §27

1. The employees of the Association are subject to the Management Board, which concludes and terminates employment contracts with them and determines their remuneration for their work.
2. The Management Board may appoint heads of units run by the Association. In this case, the tasks of the unit's managers will be in particular to coordinate and direct the work of individual units and the persons employed in them.
3. The Management Board may, by resolution, authorise the heads of units to undertake on behalf of the Management Board certain activities related to the current activities of the Association, with particular emphasis on activities reserved by the provisions of labor law for the employer.
4. The authorisation referred to in paragraph 3 may not take place except for the powers of the Management Board.
5. In contracts between the association and a member of the management board and in disputes with him, the association shall be represented by a representative appointed by a resolution of the general meeting of members or by a member of the internal control body indicated in a resolution of that body.

#### §28

1. The Audit Committee is a collegial body controlling the activities of the Association, separate from the Management Board of the Association and not subject to it in the scope of internal control.
2. The Audit Committee shall consist of 2-3 members, elected by the General Meeting of Members by secret ballot. The selection shall be made from among the ordinary members of the Association who meet the following conditions:
  - a) they are not members of the Board of the Association, nor are they married, cohabited or in relation to kinship, affinity or official subordination.
  - b) have not been convicted by a final judgment for intentional crimes prosecuted by public accusation or fiscal offenses.

3. The competence of the Audit Committee shall be:

- a) inspecting at least once a year the entire activity of the Association,
- b) submitting to the Association Board conclusions resulting from the findings of the audit and requesting explanations,
- c) requesting the convening of an extraordinary General Meeting of Members,
- d) reporting to the General Meeting of Members on their activities.

4. Members of the Audit Committee may participate in meetings of the Association's Management Board with an advisory voice.

5. The work of the Audit Committee is led by a Chairman elected from among the members of the Audit Committee.

6. The Audit Committee has the right to supplement its membership, as a result of the termination of the membership of one member, by co-opt.

7. The provisions of § 22 Act 2, 4, 5, 6, 7 and 8 shall apply accordingly.

#### §29

1. Resolutions of the Association' Management Board, the Audit Committee, the Branch Management Board and the Branch Audit Committee shall be adopted by an open vote by a simple majority of votes and in the presence of at least half of the members.

The second meeting of the Association Management Board, the Audit Committee, the Branch Management Board and the Audit Committee shall be convened by the President in the case of the Association Management Board and, in the case of the Audit Committee, by the Chairman or in the case of his long-term absence lasting more than 60 days by the other members of the body.

3. Meetings of the Association Board, the Audit Committee, the Branch Board and the Branch Audit Committee may also be held using electronic means of communication.

#### Section V.

#### **Property of the Association**

#### §30

1. The assets of the Association are assets acquired during the activities of the Association.

2. The property of the Association shall consist in particular of:

- a) income from membership fees,
- b) donations, subsidies, bequests, Records and other types of assets made for the Association,
- c) property rights and loans and income from these rights,
- d) income from collections in compliance with the provisions of the act of 15 march 1933 About public collections, auctions, tenders organized by or for the benefit of the Association,

- e) bank interest and other income on capital,
- f) income from economic activities carried out in accordance with the rules and in the form provided for by separate rules.

3. All the revenues of the Association shall be allocated to the achievement of its statutory objectives. The revenue referred to in the preceding sentence may not be allocated to the members of the Association.

### §31

1. The property of the Association is intended for the implementation of the Association's objectives and for covering its necessary costs.

2. It is prohibited to:

A) granting loans or securing liabilities with the assets of the Association in relation to its members, members of bodies or employees and persons with whom the members, members of bodies and employees of the Association are married, in a common life or in a relationship of kinship or affinity in a straight line, kinship or affinities in the collateral line to the second degree or are related by adoption, care or guardianship, hereinafter referred to as "close persons",

B) transfer of the assets of the Association to its members, members of bodies or employees and their relatives, on a basis other than in relation to third parties, in particular, if the transfer is made free of charge or on preferential terms,

C) use the assets of the Association for the benefit of its members, members of bodies or employees and their relatives on a basis other than in relation to third parties, unless such use is directly attributable to the statutory purpose,

d) purchase of goods or services from entities in which members of the Association, members of its bodies or employees and their close relatives participate, on a basis other than in relation to third parties or at prices higher than market prices.

### Section VI.

#### **Economic activity**

### §32

The Association may conduct business activities to obtain funds for the implementation of statutory objectives. The subject of activity will be determined by the resolution of the General Meeting of Members.

### Section VII.

#### **Branches**

### § 33

1. Branches are the basic field organisational units of the Association

2. To establish the Branch, at least 7 persons who are members of the Association are required to convene the General Meeting of the Branch and apply to the Management Board of the Association for the establishment of the Branch.
3. The basis for the registration of the Branch is a resolution of the Board of the Association.
4. Branches operate in accordance with the statutes adopted by the General Meeting of Members and the regulations of the Branch adopted by the Management Board of the Branch
5. Branches shall not have the right to adopt separate statutes.
6. A branch with legal entity acquires the right to act independently within the Association Statute. This right is limited to the sphere of civil-legal activities and property rights concerning the Branch.

#### § 34

The Authorities of the Branches of the Association are:

- a) General Meeting of the Branch,
- b) the Branch Board,
- c) Audit Committee of the Branch.

#### § 35

7. To the manner of convening the General Meeting of the Branch, the provisions of § 18 shall apply accordingly
8. The provisions of § 20 shall apply to the manner of making decisions by the General Meeting of the Branch
9. The competence of the General Meeting of the Branch includes:
  - a) adopting the Branch plan of action and financial plan,
  - b) reviewing reports of the Branch Board and the Branch Audit Committee,
  - c) adopting resolutions on matters presented by the Branch Management Board, the Branch Audit Committee and the Branch Members,
  - d) making decisions on granting discharge to the outgoing Branch Management Board,
  - e) selecting the Branch Board and the Branch Audit Committee.
10. All members of the Association Branch are entitled to participate in the General Meeting of the Branch.

#### § 36

1. The Branch Board consists of 2-5 members.
2. The provisions of § 22, § 23, § 24 shall apply accordingly to the members of the Branch Management Board
3. The rules of representation of a Branch having legal personality shall apply mutatis mutandis the provisions of § 26
4. The responsibility of the Branch Management Board includes:

1. Managing the activities of the Branch,
2. Implementating resolutions of the General Meeting of the Branch and the main authorities of the Association,
3. preparing the activity plan and financial plan of the Branch and reports on their implementation,
4. collecting funds for the activities of the Branch and collecting membership fees and managing the assets of the Branch,
5. representing the Branch,
6. making financial commitments and settling them.

§ 37

1. The Audit Committee of the Branch shall consist of 2-3 members.
2. The provisions of § 28 shall apply accordingly to the members of the Audit Committee of the Branch,

Section VIII.

**Amendment of the Statute and dissolution of the Association**

§38

1. The resolution on amending the Articles of Association is adopted by the General Meeting of Members at the request of the Association Management Board.
2. The Statute shall be amended by a resolution adopted by a majority of 2/3 votes in the presence of at least half of the members.

§39

1. The decision to dissolve the Association is taken by the General Meeting of Members at the request of the Association Management Board.
2. The resolution on the dissolution of the Association and the allocation of its funds is adopted by the General Meeting of Members by a majority of 2/3 votes, in the presence of at least half of the members.
3. The liquidation of the Association is carried out by the liquidation Commission appointed by the General Meeting of Members.
4. The assets of the liquidated Association are allocated for the social purpose specified in the resolution of the General Meeting of Members on the dissolution of the Association.

Section IX.

**Final provisions**

§40

1. The Statute shall enter into force on the date of adoption by the General Meeting of Members.
2. Amendments to the Statute shall apply from the date of entry of the amendments in the National Court Register.
3. In the cases not covered by this Statute, the relevant laws and regulations shall apply.



I, Aleksandra Sklebic, certify that I am fluent (conversant) in the English and Spanish languages, and that the above/attached document is an accurate translation of the document attached entitled STATUT ORGANIZACJI MOST.

Aleksandra Sklebic

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