

**STATUTES
OF THE ASSOCIATION INCLUSIVE.BUZZ**

CHAPTER 1

GENERAL PROVISIONS

§ 1

The Association operating on the basis of these Statutes shall be called 'Inclusive.Buzz'.

§ 2

The area of operation of the Association is the territory of the Republic of Poland, and its registered office is in the capital city of Warsaw.

§ 3

The Association is a legal entity and is subject to entry in the National Court Register.

CHAPTER 2

GOALS AND METHODS OF ACHIEVEMENT

§ 4

The goals of the Association are:

- education through activities which involve furthering the knowledge of young people, students and adults;
- promotion of native and European culture at home and abroad as well as creators and artists, and dissemination of cultural achievements and phenomena, providing comprehensive assistance to creators and artists, in particular, training and organisational assistance;
- promotion of ecological activities towards protecting the natural environment in Poland and abroad;
- promotion of charity;
- activities which support health care and social welfare;
- the strengthening of civil society and civic activity, empowering groups at risk of exclusion;
- proliferation of civic engagement in active citizenship;
- increasing support for human rights and anti-discrimination practises;
- the strengthening of groups at risk of exclusion;
- enhancement of the capacity and sustainability of civil society in individual community organisations and the sector as a whole.

§ 5

The Association pursues its goals through:

- organising themed festivals and other events within the scope of the Association's objectives;
- conducting training courses;
- organising or financially supporting:
 - conferences, symposia and congresses relating to culture;
 - exhibitions, competitions, concerts, festivals and other artistic events;
 - informational and disseminating activities;
 - international cultural exchanges.
- inspiring or financially supporting activities in/on:
 - publishing;
 - audio-visual presentation;
 - film and stage;
 - multimedia;
 - other cultural events.
- establishing and granting scholarships, prizes and awards;
- cooperating with state institutions, local self-governments, social organisations, international organisations, legal and natural persons whose activities are in line with the aims of the Association.

CHAPTER 3

MEMBERS OF THE ASSOCIATION

§ 6

Members of the Association are divided into:

1. ordinary members;
2. honorary members.

§ 7

1. Any Polish or foreign citizen, regardless of his/her place of residence, may become an ordinary member of the Association.
2. Minors aged 16 to 18 years old, who have limited legal capacity, may belong to the Association and exercise active and passive voting rights with the proviso that in the composition of the Association Board, the majority must be persons with full legal capacity.
3. Minors under 16 years of age, with the consent of their legal representatives, may belong to the Association without the right to vote at the General Meetings of Members and without exercising active and passive electoral rights to the authorities of the Association.

§ 8

1. Ordinary members are approved by simple majority of the Board upon submission of a written declaration in accordance with the model specified by the Board.
2. Membership arises on the date of adoption of a resolution for admission by the Board; the interested party is notified of the acceptance or refusal of admission by the Board.
3. The founders of the Association, who have signed the list of founders attached to the application for registration of the Association, become its members as soon as the court decision on the registration of the Association becomes final.

§ 9

1. Ordinary members have the right to:
 - a) participate in the General Meeting of Members in casting votes;
 - b) elect and be elected as authorities of the Association;
 - c) take an active part in all forms of Association activity;
 - d) submit demands and requests to the authorities of the Association, and evaluate and inquire about the management of activity by the Association authorities;
 - e) receive assistance from the authorities of the Association in implementing statutory tasks;
 - f) use the facilities of the Association;
 - g) exercise other rights resulting from the statutory activity of the Association.
2. A member of the Association may give a written power of attorney to another member of the Association—a person with full legal capacity to exercise the powers referred to in § 9 (1)—with the exception of the right to be elected as an authority of the Association.

§ 10

Ordinary members are obligated to:

1. care for the welfare and development of the Association;
2. participate in the activities of the Association;
3. respect the Statutes and resolutions of the authorities of the Association;
4. regularly pay their membership fees. However, in the case of performing work and/or providing services as an ordinary member for the Association, the Board may exempt the member from paying membership fees.

§ 11

1. Membership in the Association shall cease in the event of:
 - a) the death of a member or loss of legal personality by a supporting or honorary member;
 - b) withdrawal from the Association notified in writing;
 - c) expulsion from the Association.
2. Expulsion from the Association may take place when a member violates the provisions of the Statutes, fails to comply with the resolutions of the Association's authorities, or fails to pay membership fees for a period longer than one year.
3. The resolution on expulsion is made by the Board. The member may appeal against the resolution by presenting justification to the General Meeting of Members within 30 days of its delivery.
4. The provisions of the preceding paragraphs shall apply *mutatis mutandis* to supporting and honorary members.

§ 12

1. The title of honorary member is conferred on persons of particular merit to the Association by the General Meeting of Members under proposal of the Board.
2. An honorary member of the Association enjoys all the rights of an ordinary member with the exception of the passive and active voting rights at the general Meeting.
3. Honorary members assist the Association in the implementation of its statutory tasks and comply with the provisions of the Statutes and resolutions of the Association authorities.
4. Honorary members have the right to participate in the Meetings of the Board in an advisory role.
5. An honorary member of the Association is exempt from the obligation to pay membership fees.

CHAPTER 4

ASSOCIATION AUTHORITIES

General Provisions

§ 13

1. The authorities of the Association are:
 - a) the General Meeting of Members;
 - b) the Board;
 - c) the Audit Committee.
2. The term of office for the Board and the Audit Committee is four (4) years.

3. Members of the Board and Audit Committee are elected by the General Meeting of Members by secret ballot, unless more than half of the members participating in the General Meeting vote in favour of the election by open ballot.

4. Members of the Board and Audit Commission are elected from candidates among the members of the Association who have given their verbal or written consent to stand for election.

§ 14

1. Membership in the Board or the Audit Committee shall cease as a result of:

- a) expiry of the office term as specified in § 13 (2), where the Board shall submit its report for the last year of activity on the day of the General Meeting of Members;
- b) termination of membership in the Association;
- c) written resignation from participation in these authorities;
- d) dismissal by the General Meeting of Members at the request of at least half of the ordinary members of the Association.

2. In the case of failure to elect a new Board and Audit Committee at the General Meeting of Members referred to in § 14 (1a), the existing Board and Audit Committee will perform their duties until the election of new authorities.

3. The election of a new Board and Audit Committee must be made no later than three (3) months from the expiry of the office term of the previous authorities of the Association. If the election of new authorities is not carried out within the time limit specified previously, it is the duty of each member of the Association to notify the supervising authority of the Association of this fact.

General Meeting of Members

§ 15

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

2. The competences of the General Meeting of Members include:

- a) determining the main direction of the Association's programme of activities, including the appointment of the Programme Council, an advisory body to the Board;
- b) examination and approval of the reports of the Board and the Audit Committee;
- c) granting discharge to the Board and the Audit Committee for the period covered by the report;
- d) election of the Board;
- e) election of the Audit Committee;
- f) dismissal of members of the Association's authorities;
- g) completing the formation of the Association authorities;

- h) deciding on appeals against resolutions on expulsion from the list of members in the case provided for in § 11 (3) of the Statutes;
- i) determining the amount of the membership fee;
- j) making amendments to the Statutes;
- k) deciding on the dissolution of the Association;
- l) deciding on other matters as they emerge from the provisions of the Statutes;
- m) deciding on other matters of the Association not reserved by the provisions of the Statutes under the competence of other authorities of the Association.

§ 16

1. After the Association has been registered, the Board shall convene on the inaugural general Meeting of members.
2. The General Meeting of Members is convened once a year by the Board and focuses particularly on the matters mentioned in § 15 (2) (a, b, c).
3. Extraordinary General Meeting of Members shall be convened by the Board:
 - a) on its own initiative;
 - b) at the written request of the Audit Committee;
 - c) at the written request of two-thirds of the members of the Association.
4. The Board is obligated to convene an Extraordinary General Meeting of members in order to consider an appeal against the resolution referred to in § 11 (3) and to complete the formation of authorities of the Association within thirty (30) days of the date of said appeal submission or from the date of reduction in the formation of the authorities.
5. The General Meeting is convened by the Audit Committee in the event that:
 - a) the Board fails to convene a general Meeting of members within thirty (30) days from the expiry of the one-year mark of the previous general Meeting of members;
 - b) the Board fails to convene an Extraordinary General Meeting of members within thirty (30) days from the date of the request referred to in § 16 (3) (b, c);
 - c) the Board fails to convene an Extraordinary General Meeting of members in the cases and on the date specified in § 16 (4).
6. The body convening a General Meeting or Extraordinary General Meeting of members shall notify all members of the Association in writing against acknowledgement of receipt or by email, if prior consent to this method of communication is given, of its date and proposed agenda no later than five (5) days before that date.
7. The agenda may be amended or extended by the General Meeting of Members.

§ 17

1. Unless stated otherwise in § 17 (2), the General Meeting of Members adopts resolutions by a simple majority of votes irrespective of the number of members entitled to vote present at the general Meeting of members.
2. Resolutions on amendments to the Statutes and dissolution of the Association are adopted by the General Meeting of Members by an absolute majority of votes with at least half of the number of members present.
3. If the General Meeting of Members cannot pass resolutions referred to in § 17 (2) due to the lack of the required quorum, another general Meeting of Members is convened within a month, at which these resolutions may be passed by an absolute majority of votes irrespective of the number of members present who have the right to vote.

The Association Board

§ 18

1. The Board shall consist of one (1) to three (3) members.
2. The number of board members shall be determined by the General Meeting of Members.
3. Members of the Board may receive remuneration for their functions as determined by resolution of the General Meeting of Members.

§ 19

1. The Board's competences include:
 - a) managing the current activities of the Association;
 - b) representing the Association externally;
 - c) executing resolutions of the General Meeting of Members;
 - d) acceptance and removal of membership on the list of members;
 - e) appointing proxies for the Association by a unanimous resolution of the Board—revoking a proxy does not require a unanimous resolution of the Board;
 - f) managing the Association's assets;
 - g) determining the budget of the Association;
 - h) making decisions on other matters as they emerge from the provisions of the Statutes.

§ 20

1. Meetings of the Executive Board shall be held if and when required, but at least once a month.

2. Resolutions of the Executive Board shall be adopted by a simple majority with all its members present.

The Audit Committee

§ 21

1. The Audit Committee shall consist of two (2) to five (5) members, including the chairman and the secretary.
2. The number of members of the Audit Committee shall be determined by the General Meeting of Members.
3. The Audit Committee may not include members of the Board.
4. Members of the Audit Committee may receive remuneration for the performance of their duties as determined by a resolution of the General Meeting of Members.
5. Members of the Audit Committee have the right to participate in the Meetings of the Board.

§ 22

1. The Audit Committee is the internal control body of the Association.
2. The competences of the Audit Committee include:
 - a) carrying out an audit of the financial management of the Association at least once a year;
 - b) controlling the state of the assets and their usage by the Board at least once a year;
 - c) controlling the observance of the Statutes and the execution of resolutions of the General Meeting of Members by the Board;
 - d) submitting meeting report and motions on the discharge of the Management Board to the General Meeting;
 - e) convening the General Meeting of Members in the case referred to in §16 (5).

§ 23

1. Meetings of the Audit Committee are held as needed, but at least once a quarter.
2. Resolutions of the Audit Committee are adopted by a simple majority of votes in the presence of at least half of its members. In the event of a tied vote, the chairperson has the casting vote, and, in his/her absence, the secretary has the casting vote.

CHAPTER 6

ASSETS AND FUNDS OF THE ASSOCIATION

§ 24

The assets of the Association consist of:

1. proceeds from membership fees;
2. proceeds from donations, inheritances and bequests;
3. proceeds from grants;
4. proceeds from statutory activities;
5. public donations;
6. income from the Association's assets;
7. income from the economic activity of the Association;
8. other permitted sources.

§ 25

1. The Association will carry out business actions within the scope of activities described by the PKD codes below:

85.60.Z Educational support activities;

90.03.Z Artistic creation activities;

90.04.Z Operation of arts facilities;

90.01.Z Performing arts activities;

94.99.Z Activities of other membership organisations not elsewhere classified;

60.10.Z Radio broadcasting;

59.20.Z Sound recording and music publishing activities;

90.02.Z Support activities for performing arts;

59.11.Z Motion picture, video and television programme production activities;

59.12.Z Motion picture, video and television programme post-production activities;

63.12.Z Web portals;

74.20.Z Photographic activities;

58.11.Z Book publishing;

58.13.Z Publishing of newspapers;

58.19.Z Other publishing activities;

59.13.Z Motion picture, video and television programme distribution activities;

59.14.Z Motion picture projection activities;

59.20.Z Sound recording and music publishing activities;

73.12.A Intermediation in the sale of time and place on advertising aims on the radio and television;

73.12. Intermediation in the sale of the place on advertising aims in printed media;
73.12.C Intermediation in the sale of the place on advertising aims in electronic media (Internet);
73.12.D Intermediation in the sale of the place on advertising aims in other media;
63.91.Z News agency activities;
70.21.Z Public relations and communication activities;
74.90.Z Other professional, scientific and technical activities not elsewhere classified;
63.99.Z Other informational service activities not elsewhere classified;
85.59.B Other extracurricular forms of education, not elsewhere classified;
56.10.A Restaurants and other eating places.

2. Should any of the business activities of the Association require a licence, permit or permission, the Association shall undertake such activities after obtaining the licence, permit or permission respectively.
3. The income from the business activities of the Association shall be used to achieve the statutory objectives of the Association and shall not be distributed among the members of the Association.

§ 26

Each member of the Board is authorised to make declarations of will and sign documents on behalf of the Association independently.

CHAPTER 7

DISSOLUTION OF THE ASSOCIATION

§ 27

The resolution to dissolve the Association appoints a liquidator and specifies the method of liquidation and the allocation of assets.