

SIEMACHA ARTICLES OF ASSOCIATION
Uniform text after the introduction of amendments on 29th September 2022

Preamble

The SIEMACHA Association brings together people who, inspired by the Christian system of values and the teaching of the Catholic Church, in particular in the spirit of Saint Vincent de Paul and, following the example of Priest Kazimierz Siemaszka and also other people who, for any other noble reasons desire to support children, adolescents and their caregivers.

The Association pursues its statutory objectives in accordance with its mission expressed in the statement:

"The SIEMACHA Association creates open, abundant and learning communities, based on free choice, sincere dialogue and respect for principles".

In the pursuit of its statutory objectives, the Association is guided by the following principles: quality, sustainability, transparency, consistency, leadership.

Chapter I
General provisions

§ 1.

SIEMACHA Association, hereinafter referred to as the Association, acts pursuant to the Act on Associations from 7th April 1989 – Act (uniform text: Dz. U. z 2001 r. Nr 79, item 855 as amended) as well as to these Articles and therefore has a legal identity.

§ 2.

The Association has been founded on an indefinite time period.

§ 3.

The seat of the Association is the city of Krakow.

§ 4.

The Association may conduct business activity in accordance with the binding legal provisions.

§ 5.

The scope of activity of the Association is the area of the Republic of Poland. However, in order to pursue its objectives, the Association may also act outside the borders of the Republic of Poland.

§ 6.

The Association may use the badges and seals/stamps in accordance with the binding regulations.

§ 7.



The Association co-operates with the national, foreign and international organisations and institutions with the same or similar profile of activity and may be a member of these organisation with the principles of complete autonomy.

§ 8.

The Association bases its activity on the social work of its members. It may also employ staff for carrying out its own business.

§ 9.

The name of the Association is proprietary.

&10.

The pastoral care over the members of the Association shall be provided by the Priests Missionaries of Saint Vincent de Paul.

Chapter II

The objectives and forms of the activity

§ 11.

The objectives of the Association are as follows:

1. The support for a family and foster care system;
2. The support for the persons in difficult life situations;
3. Health protection and promotion;
4. Activity for children and adolescents, including the support of children's and adolescents' leisure;
5. Support and advocacy of physical education;
6. Care for public order and safety;
7. Promotion and organisation of voluntary work;
8. Protection and advocacy of children's rights;
9. Counteracting addictions and social pathologies;
10. Animal and natural heritage protection;
11. Actions for people with disabilities;
12. Actions for people at the retirement age;
13. Actions promoting the development of local communities.

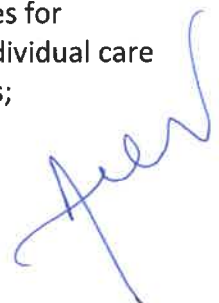
§ 12

The objective of the Association is moreover the support of non-governmental organisations and entities listed in article 3 section 3 of the Act on the NGOs and volunteer work in the scope specified in article 4 point 1-32a of the above Act.

§ 13.

1. The Association pursues its objectives by means of the following:

- a. Running day-support centres, educational care facilities and other centres for children and adolescents, as well as organising some other group and individual care support and psychological education for children, adolescents and adults;



- b. Running centres of psychological counselling and therapy and other group and individual forms of psychological support;
- c. Organising cultural, sports and recreation events;
- d. Organising workshops, seminars and conferences for the persons involved in the work with children and adolescents;
- e. Collaborating with the EU institutions, state institutions and other non-governmental organisations within the scope covered by the Association's objectives;
- f. Conducting social surveys and dissemination of knowledge in upbringing, sport and therapy;
- g. Obtaining financial resources and fixed assets and also services which may assist the activity which lies in line with the statutory objectives of the Association;
- h. Running primary schools, junior and higher comprehensive schools and specialised secondary schools, technical secondary schools, vocational secondary schools and colleges;
- i. Activity aiming at environmental protection;
- j. Activity for the benefit of people with disabilities;
- k. Activity for people at the retirement age, e.g. conducting seniors' activity centres;
- l. Activity supporting self-governments and the development of local communities.

2. The Association carries out unpaid work for public benefit in the following areas:

- a. Running day support centres for children and adolescents;
- b. Running educational care facilities for children and adolescents;
- c. Running centres of psychological counselling and therapy;
- d. Organising leisure activities for children and adolescents;
- e. Organising cultural, sports and recreation events for children and adolescents;
- f. Organising seminars and conferences for the persons involved in the work with children and adolescents;
- g. Running primary schools, junior and higher comprehensive and specialised secondary schools, technical secondary schools, vocational secondary schools and colleges
- h. Carrying out ecological activity and activity aiming at environmental protection;
- i. Activity for the benefit of people with disabilities;
- j. Activity for people at the retirement age, e.g. conducting seniors' activity centres;
- k. Activity supporting self-governments and the development of local communities.

3. The Association carries out commercial activity solely as their supplementary activity in addition to their activity for public benefit. Such an activity is carried out pursuant to the principles specified in separate regulations, within the scope of activity classified with the following codes of Polish Classification of Activity:

- 88.91.Z Day care for children;
- 90.02.Z Activity supporting artistic performances;
- 93.29.Z Other entertainment and leisure activity;
- 93.11.Z Activity of sport centres;
- 93.13.Z Activity of the centres supporting the improvement of physical condition;
- 93.12.Z Activity of sport clubs;
- 93.19.Z Other activity connected with sport;
- 85.51.Z Extracurricular forms of sports education, and sport and leisure classes;

85.52.Z Extracurricular forms of artistic education;
85.59.A Foreign language courses;
85.59.B Other extracurricular forms of education not elsewhere classified,
85.60.Z Activity supporting education,
56.10.A Restaurants and other permanent catering establishments;
56.29.Z Other gastronomy services;
58.11.Z Book publishing;
58.14.Z Publishing journals and other periodicals;
58.19.Z Other types of publishing;
59.20.Z Activity in the area of sound and music recordings;
68.20.Z Rental and management of their own or leased real properties;
77.11.Z Rental and lease of motor cars and vans;
77.12.Z Rental and lease of other vehicles with the exception for motorcycles;
73.11.Z Activity of advertisement agencies;
55.90.Z Other types of accommodation;
73.12.D Agency services in the sales of the advertisement space in other types of media;
73.12.C Agency services in the sales of the advertisement space in electronic media (Internet);
73.12.B Agency services in the sales of the advertisement space in printed media;
73.12.A Agency services in the sales time and space for advertisement in radio and television;
77.21.Z Rental and lease of leisure and sports equipment;
77.29.Z Rental and lease of items of personal use and household appliances;
77.33.Z Rental and lease of office machines and equipment, including computers;
82.30.Z Activity connected with the organisation of congresses, fairs and exhibitions;
86.90.Z Other services related to healthcare;
86.90.O Services related to mental health provided by psychologists and psychotherapists;
90.04.Z Activity of cultural institutions;
94.99.Z Activity of other member organisations, not elsewhere classified;
01.43.Z Breeding and rearing of horses and equine animals;
01.62.Z Services supporting breeding and rearing farm animals;
77.39.Z Rental and lease of other machines, devices and material objects, not elsewhere classified;
86.90.A Physiotherapy;
96.09.Z Other services, not elsewhere classified;
79.12.Z Tourism organisers activity;
55.10.Z Hotels and other similar accommodation centres;
55.20.Z Accommodation facilities and short-term accommodation objects;
47.11.Z Retail sale in non-specialised shops with the predominance of food, beverages and tobacco products;
47.91.Z Retail sale carried out by mail order companies and via Internet;
56.10.B Mobile catering centres;
87.10.Z Social care with accommodation providing nursing care;
87.20.Z Social care with accommodation for persons with mental disorders;
87.30.Z Social care with accommodation for elderly persons and persons with disabilities;
87.90.Z Other types of social care with accommodation.



§ 14.

The income from commercial activity of the Association serves solely the pursuit of its statutory objectives and cannot be distributed between its members.

Chapter III
Members, their rights and obligations

§ 15.

The members of the Association can be divided into the following categories:

1. Ordinary members,
2. Supporting members,
3. Honorary members.

§ 16.

1. The members of the Association may be individuals and corporate bodies. A corporate body acts in the Association through their representative.
2. A corporate body can solely be a supporting member of the Association.

§ 17.

1. An ordinary member can be an individual with full legal ability, not deprived of public rights, a Polish or a foreign citizen.
2. The admission of new members is made by the Management Board with a resolution passed within two months of submission of a declaration with the recommendation of two ordinary members.
3. In case of a refusal to accept a new member, a person applying for a membership, may submit an appeal to the Management Board within one month of the date of receiving the refusal. The General Meeting will examine the appeal during with next session. The standpoint of the General Meeting is final and binding.

§ 18.

1. The rights of an ordinary member:
 - a. To elect the authorities of the Association and to be elected to these authorities;
 - b. To participate in the General Meeting with the right to vote;
 - c. To submit motions and postulates concerning the activity of the Association;
 - d. To use the assistance and facilities of the Association for the activities compliant with the statutory objectives of the Association;
 - e. To take part in the works and other undertakings of the Association with the right to vote.
2. The obligations of an ordinary member:
 - a. to observe the Articles of Association, regulations and resolutions of the Association;
 - b. to pay the membership fees on a regular basis;
 - c. to take an active part in the execution of the statutory objectives of the Association;
 - d. to care for the reputation and assets of the Association.



§ 19.

1. A supporting member may be an individual or a corporate body, interested in the essential activity of the Association and approving of its objectives, who declares to provide financial or essential support or aid in kind and who is accepted by the Management Board on the basis of a written agreement.
2. A supporting member has the right to take part in the works of the Association with an advisory vote, to file motions and postulates concerning the tasks executed by the Association.
3. A supporting member is obliged to observe the commitments included in the written and signed agreement.

§ 20.

1. An honorary member of the Association may be an individual with special merits for the statutory objectives of the Association.
2. An honorary membership may be granted by the General Meeting upon the motion of the Management Board.
3. An honorary member does not have a passive or an active electoral right and is exempted from the obligation to pay membership fees, yet they may participate in the statutory authorities of the Association with an advisory vote, and, apart from this, an honorary member has the same rights and obligations as an ordinary member.

§ 21.

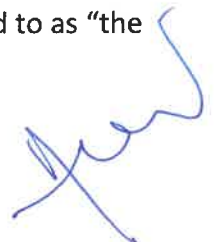
1. The membership in the Association terminates in the following situations:
 - a. Voluntary resignation from the membership in the Association, filed in writing to the Management Board;
 - b. The death of member or a loss of the legal personality by a supporting member;
 - c. The resolution of the Management Board to remove a member from the Association on account of their failure to pay the membership fees for the period of at least 2 years or an unexcused absence at the General Meeting for 2 years – this applies to ordinary and supporting members;
 - d. Exclusion of a member with a resolution of the Management Board on account of their failure to observe the provisions of the Articles of Association, regulations and resolutions of the authorities of the Association or acting to the detriment of the Association – this applies to ordinary and supporting members.
2. A person excluded or removed from the members of the Association shall have the right to file an appeal to the General Meeting within 14 days of the submission of the resolution in writing. The General Meeting will examine the appeal during next session. The standpoint of the General Meeting is final and binding.

Chapter IV
The authorities of the Association

§ 22.

The authorities of the Association are as follows:

1. The General Meeting of the members of the Association, hereinafter referred to as “the General Meeting”;



2. The Management Board of the Association, hereinafter referred to as “the Management Board”;
3. The Audit Committee.

§ 23.

1. The resolutions of the authorities of the Association are passed with a simple majority of votes cast in the presence of at least one half of the general number of the members, provided that the Articles of Association do not stipulate otherwise.
2. In the case of the lack of quorum at the General Meeting, the Management Board shall summon another General Meeting at an alternative term.
3. Provided that the notification of the alternative term does not stipulate otherwise, the alternative term shall be on the same day, half an hour after the first term. In such a case, the resolutions of the General Meeting shall be passed with a simple majority of votes, irrespectively of the number of the members present at the Meeting.
4. The principle described above (section 2 and 3) shall refer to all the resolutions of the General Meeting.

§ 24.

1. In the case of a decrease of the number of the elected members of the Authorities, during the term of office, other members shall have the right to be co-opted, provided that the number of the co-opted members does not exceed 1/3 of the number of the elected members. Otherwise, the Management Board shall summon the General Meeting in order to hold complementary elections.
2. A written resignation of a member of the Authorities from their office means the end of their term in that authority.

General Meeting of the members

§ 25.

1. The General Meeting is the highest authority of the Association.
2. The General Meeting may be:
 - a. Ordinary,
 - b. Extraordinary.
3. An Ordinary General Meeting is summoned by the Management Board, once per year for reporting purposes and every three years for reporting and electoral purposes, summoning the members in every effective manner notifying them about the date, venue and proposed agenda, at least 14 days before the date of the General Meeting.
4. An Extraordinary General Meeting is summoned by the Management Board (in case of the lack of the Management Board, by the Auditory Committee and this applies to all the cases when this is necessary):
 - a. On their own initiative,
 - b. Upon the demand of the Auditory Committee ,
 - c. Upon the written motion of at least 1/4 of the general number of the ordinary members of the Association.
5. An Extraordinary General Meeting should be summoned within 30 days of the date of a motion or demand and should examine the issues for which it was summoned.
6. The General Meeting is chaired by the Chair of the General Meeting.



7. In the case of an equal distribution of votes at the voting, the vote of the Chair shall be decisive.

§ 26.

The competencies of the General Meeting, include, in particular:

1. the establishment of the guidelines of the Association's area of operation and its program;
2. passing the Articles of Association and their amendments;
3. the election and recall of the President of the Management Board and/ or the members of the Management Board as well the members and the President of the Auditory Committee;
4. granting the acknowledgement for the Management Board;
5. establishing the amount of the membership fees,
6. passing the resolution on the dissolution of the Association and the designation of its assets;
7. examining the appeals from the resolutions of the Management Board;
8. granting the title of an honorary member of the Association and the deprivation of this title;
9. the evaluation of the activity of the Management Board and of the Auditory Committee;
10. passing resolution in all matters concerning the Association.

The Management Board of the Association

§ 27.

1. The Management Board consists from 1 to 3 persons.
2. The works of the Management Board shall be managed by the President of the Management Board.
3. The term of office of the Management Board is 3 years.
4. The resolutions of the Management Board are passed in an open vote, by a simple majority of votes with the presence of at least a half of the members authorised to vote.
5. The sessions of the Management Board are summoned when needed, however, at last once per month.
6. The members of the Management Board cannot be the persons convicted with a legally valid court judgement for an intentional crime prosecuted by public prosecution or a fiscal offence.

§ 28.

The competencies of the Management Board include as follows:

1. the execution of the resolution of the General Meeting and the management of the current activity of Association in accordance with its statutory objectives;
2. passing the drafts of the plans of the Association's activity and its preliminary budget;
3. the management of the Association's assets;
4. filing the applications for subsidies;
5. establishing the terms for the remuneration of the Association's working staff;



6. decisions concerning the purchase or the sale of the Association's movable and immovable property, its commercial activity, the status of an organisation acting for public benefit and specification of the paid and unpaid activity for public benefit;
7. incurring financial liabilities;
8. summoning General Meetings;
9. passing resolutions for the matters of accepting and excluding ordinary and supporting members;
10. resolving the disputes between the members occurring in connection with the activity of the Association;
11. filing the reports of their activity at the General Meeting;
12. in special cases, exempting the members from the obligation to pay the membership fees;
13. representing the Association outside and acting on its behalf;
14. nominating and dissolving the committees and problem-solving teams;
15. passing the regulations of the organisational units of the Association;
16. employing working staff.

§ 29.

The meetings of the Management Board are minuted.

Audit Committee

§ 30.

1. The Audit Committee is the Association's body appointed for the control of its activity.
2. The Audit Committee consists of 3 to 5 persons.
3. The works of the Audit Committee are managed by the President of the Audit Committee.
4. The term of office of the Audit Committee is 3 years.

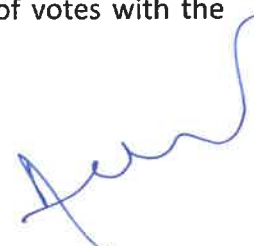
§ 31.

The competencies of the Audit Committee include:

1. auditing, at least once per year, of the activity of the Association;
2. filing to the Management Board, the post-audit requests and asking for explanations;
3. the right to demand summoning the Extraordinary General Meeting in case of finding that the Management Board fails to fulfil its statutory obligations, and also the right to summon the meeting of the Management Board;
4. summoning the General Meeting in case of the Management Board's failure to do so within the time period stipulated by the Articles of Association or in the case of the absence of the Management Board;
5. filing, at the General Meetings, the motions for granting (or for refusal to grant) the acknowledgment for the Management Board;
6. presenting the reports for their activity at the General Meetings.

§ 32.

The resolutions of the Audit Committee are passed by a simple majority of votes with the presence of at least one half of the members of the Committee.



§ 33.

1. The members of the Audit Committee must not hold any offices in the authorities of the Association or work as its employees.
2. The members of the Audit Committee may participate in the meetings of the Management Board with an advisory vote.
3. The Audit Committee has the right to demand from the members and authorities of the Association to present written or oral explanations concerning the audited issues.
4. The Audit Committee is independent from the Management Board whilst its members:
 - a. must not be the members of the Management Board nor their spouses or cohabitants, their relatives or kins or persons reporting to them at work;
 - b. must not be convicted with a legally valid court judgement for an intentional crime prosecuted by public prosecution or a fiscal offence;
 - c. may receive, on account of their functions, the reimbursement of the justified costs or remuneration at the amount not higher than an average monthly remuneration in the sector of enterprises as announced by the President of the Central Statistical Office for the previous year.

Chapter V

The assets of the Association and financial management

§ 34.

1. The sources of the assets of the Association are as follows:
 - a. membership fees;
 - b. donations, legacies and inheritances, the resources from private donators, fundraisers;
 - c. incomes from the statutory activity of the Association, incomes from the capital (interests, bank deposits, shares),
 - d. incomes from real properties and movable properties owned by or used by the Association;
 - e. subsidies, subventions, contracts, resources from public funds, grants, orders for services;
 - f. incomes from commercial activity performed pursuant to separate regulations;
2. The Association does not accept payment in cash in case of a transaction with a single value equal to or higher than 15.000.00 PLN, irrespectively of the number of payments resulting from it.
3. The membership fees should be paid by the end of the first quarter of each year. Newly accepted members pay the fees according to the terms established by the General Meeting within four weeks of the notification of being accepted as a member of the Association.
4. In the Association, it is forbidden:
 - a. to grant loans or to secure liabilities with the assets of the Association in relation to its members, members of the governing bodies or employees and persons with whom the members, the members of the governing bodies or employees are married, with whom they cohabit, with their relatives or kins with direct kinship, their relatives or kins with secondary kinship up to the second degree or related to them by means of adoption, care or foster care, hereinafter referred to as "related persons";



- b. to transfer the assets of the Association for its members, members of the governing bodies or employees and their related persons, on terms other than those applied for third parties, in particular if this transfer is unpaid or paid with preferential conditions;
 - c. to use the assets of the Association for its members, members of the governing bodies or employees and their related persons, on terms other than those applied for third parties, unless this use stems directly from a statutory objective;
 - d. to purchase any goods or services from entities in which the members of the Association, the members of its governing bodies or employees and their related persons participate, on the terms other than those applied for third parties or for the prices higher than market prices.
5. Carrying out paid and unpaid activity of public benefit requires separation of the accounting of these forms of activity in the scope that makes it possible to specify the revenues, costs and results of each of these activities with the reservation for the accounting regulations. This provision is applied in the case of an organisational separation of the activity of the public benefit accordingly.

§ 35.

The President of the Management Board or two members of the Management Board acting jointly are authorised to represent the Association, incur financial liabilities, including entering into contracts or granting powers of attorney.

Chapter VI

Amendments of the Articles and the dissolution of the Association

§ 36.

1. Passing the Articles of Association or their amendments by the General Meeting, requires the qualified majority of 2/3 votes, with the presence of at least one half of the members authorised to vote (with the reservation for § 23 section 2 and section 3).
2. Passing the resolution on the dissolution of the Association by the General Meeting requires a qualified majority of 2/3 votes, irrespectively of the number of members authorised to vote.
3. By means of passing the resolution on the dissolution of the Association, the General Meeting appoints a liquidator who will liquidate the Association. The General Meeting also names the foundations and associations with similar statutory objectives for which the assets of the Association will be transferred once all its liabilities are fulfilled.



