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**THE STATUTE  
OF THE  
Polish Medical Mission  
Association**

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## **CHAPTER I**

### **GENERAL PROVISIONS**

#### **§ 1.**

1. The organization shall be called “Polska Misja Medyczna” (“Polish Medical Mission” Association). The Association may use the abbreviated name: “PMM”.
2. The Association, as an incorporated organization, has a legal personality.
3. The Association may make statements on public matters.
4. The seat of the Association and its authorities shall be Cracow.
5. The Association has been created for an unlimited period of time.

#### **§ 2.**

1. The Association’s area of activity is the territory of the Republic of Poland. In the case when it is required by the need to fulfill the statutory objectives of the Association, the Association may carry out its activity abroad, in accordance with the binding legal standards.

2. The Association may be a member of national, foreign and international organizations with similar scope and character of activities, in accordance with the binding legal standards.

3. Joining the organizations referred to in subparagraph 2 or the withdrawal from them shall be decided upon by the General Assembly of the Members by a qualified majority of 2/3 of the votes of the ordinary members taking part in the General Assembly of the Members.

#### **§ 3.**

1. The Association shall use the seal and the emblem, which shall distinguish it from other organizations.

2. The seal and the emblem shall be approved by the General Assembly of the Members upon the motion of the Association Management Board.

## **CHAPTER II**

### **THE ASSOCIATION’S OBJECTIVES AND METHODS OF ACTING**

#### **§ 4.**

The Association’s objective shall be the organization, co-ordination of and participation in humanitarian actions, also prepared by other entities for the benefit of the victims of catastrophes, wars and other events endangering human life and health; in particular by means of providing medical assistance in Poland and abroad.

These activities are carried out independently or jointly with others. PMM can lead and any health-related and educational activities in the framework projects.

§ 5.

The Association shall fulfill its objectives, among others, by means of:

- 1) the organization, co-ordination of and participation in humanitarian actions;
- 2) the organization of personal and material medical base for the needs of humanitarian actions;
- 3) the collection of the gifts for the victims of catastrophes, wars and other events;
- 4) the organization of money collections for the victims of catastrophes, wars and other events;
- 5) the publication of materials illustrating the Association's activity;
- 6) conducting training in the area of prophylaxis and promotion of health and other health-related issues;
- 7) carrying out of trainings for the participants of humanitarian actions;
- 8) the participation in international organizations;
- 9) acquiring and free of charge dispensing of medications and other medical supplies, in accordance with the existing rules for trade in medicines;
- 10) conduct medical activity in accordance with applicable regulations and necessary legal requirements.

**CHAPTER III**

**THE ASSOCIATION'S MEMBERS**

§ 6.

The Association's members shall be divided into the following groups:

- 1) ordinary members,
- 2) supporting members,
- 3) honorary members,

§ 7.

1. Ordinary members of the Association may be individuals under no legal disabilities who support the objectives of the Association and also declare and guarantee their active participation in the mutual efforts aiming at the fulfillment of these objectives.

2. Ordinary members of the Association may be both Polish citizens, and also foreigners whose permanent residence is in Poland. The foreigners without permanent residence in Poland may join the Association after the registration in accordance with the general principles.

§ 8.

1. Admission of a person into the Association shall be decided upon by the Management Board by means of a written resolution on the basis of a written declaration of the candidate and written recommendations of two ordinary members.

2. The refusal to be admitted into the Association may be appealed against to the General Assembly of the Members within 30 days of the receipt of the refusal. The resolution of the General Assembly of the Members, in this respect, shall be final.

#### § 9.

1. An ordinary member of the Association shall have the following rights:

- 1) to elect and be elected to the Association's authorities;
- 2) to participate in the meetings, events and other actions which stem from the realization of the Association's objectives;
- 3) to submit opinions, motions and postulates to the Association's authorities;
- 4) to carry the Association's distinction;
- 5) to use the resources, equipment, services and assistance of the Association.

2. An ordinary member of the Association shall have the following duties:

- 1) to participate actively in the Association's works;
- 2) to obey the Statute's provisions and the resolutions passed on its basis as well as other decisions of the Association's authorities;
- 3) to pay regularly membership fees.

3. The work of an ordinary member of the Association shall be performed gratuitously.

4. Without prejudice to the provisions of the subparagraph 3, the Association, if it is necessary to do so, the Association may employ the members in accordance with the Labor Code and the Civil Code, in particular, when a member of the Association takes part in a humanitarian action away from the place of his residence.

5. In the case when it is necessary to employ a member of the Management Board, the contract with him shall be concluded by the Audit Committee on behalf of the Association.

6. For especially valuable and outstanding works for the benefit of the Association, as stipulated in subparagraphs 3, 4 and 5, the members of the Association may be granted awards and distinctions.

#### § 10.

1. The loss of a membership in the Association shall take place by means of striking off the member's name from the members' list or expulsion from the Association.

2. A member's name shall be struck off the members' list by the Management Board in the following cases:

- 1) resignation from the membership submitted by a member in writing;
- 2) unjustified arrears in payment for a period exceeding 12 months in spite of a written admonition;
- 3) a member's death.

3. The expulsion from the Association shall be made by the Management Board upon the motion of the Fellow Members Board of Arbitration in the following cases:

- 1) carrying out the activity which is glaringly contrary to this Statute as confirmed by the decree of the Fellow Members Board of Arbitration;
- 2) committing a crime confirmed by a legally valid court judgment, which disqualifies the person as a member of the Association or which is detrimental to the good reputation of the Association or which exposes the Association to damage as confirmed by the decree of the Fellow Members Board of Arbitration;

4. Before the resolution concerning the matters stipulated in subparagraph 2 point 1 and 2 and in subparagraph 3 of this paragraph, is taken, the Management Board shall enable a member to make a statement of explanation.

5. The Management Board’s resolution concerning striking off a member’s name from the list of members may be appealed against by the member within a period of 30 days of passing the resolution or of informing a member about it to the Fellow Members Board of Arbitration, whose verdict in this matter shall be final.

6. The Management Board’s resolution concerning expulsion from the Association may be appealed against by the member within a period of 30 days of passing the resolution or of notifying of it to the General Assembly of the members, whose resolution in this matter shall be final.

§ 11.

1. A supporting member may be a national or foreign individual or a legal person, who upon his consent, shall be admitted to the Association in return for his assistance in the realization in its objectives.

2. A supporting member shall pay the membership fee at the amount declared by him.

3. The admission of a supporting member to the Association shall be made by the Management Board in a form of a resolution.

§ 12.

A honorary member may be a national or foreign individual or a legal person, in whom, upon his consent, this honor shall be vested by the General Assembly of the Members in return for his special merits.

§ 13.

A supporting member and a honorary member shall have the right to take part in the works and events organized by the Association, and also in the General Assembly of the Members with advisory capacity.

**CHAPTER IV**

**THE ASSOCIATION’S AUTHORITIES**

**A. General provisions**

§ 14.

The Association’s authorities are the following:

- 1) General Assembly of the Members;
- 2) Management Board of the Association;
- 3) Audit Committee;
- 4) Fellow Members Board of Arbitration;
- 5) Committees nominated by the General Assembly of the Members for particular matters.

§ 15.

1. The Association authorities shall be elected and perform their obligations in accordance with the principles stipulated hereby.

2. In the case of a resignation or inability to perform the function of a member of the authorities of the Association during the term, the panel of the authorities shall be completed in the way stipulated by the Statute.

3. The election of a temporary member of the authorities cannot infringe the statutory number of the members of particular bodies of the Association.

4. The number of temporary members of the authorities cannot exceed a half of the statutory number of members of particular bodies.

## § 16.

1. The President of the Association and other members of the Management Board, Audit Committee and Fellow Members Board of Arbitration shall be elected for a five-year term by the General Assembly of Members with the possibility of being re-elected for the next term.

2. The President of the Association and other members of the Management Board, Audit Committee and Fellow Members Board of Arbitration may be, at any time, dismissed by the General Assembly of Members upon the motion of the persons or bodies authorized to require convening a General Assembly of the Members with the obligation to elect a new member for the vacant post.

3. The members of the Association bodies may exclusively be the members of the Association.

## **B. General Assembly of Members**

### § 17.

1. General Assembly of Members of the Association shall take place with the participation of the Association members.

2. In the case of inability to take part in the General Assembly of Members, a member may act by means of a representative, whose representation shall be granted in writing.

3. General Assembly of Members shall be the supreme authority of the Association.

4. General Assembly of Members shall be:

1) ordinary;

2) extraordinary.

4. The competencies of the General Assembly of Members shall be, among others:

1) hearing and approval of the Management Board's report of the Association's activity from the period since the last General Assembly of the Members;

2) hearing the Audit Committee's report of the Association's activity, in particular of its financial activity;

3) upon hearing the motion of the Audit Committee, giving the acknowledgement of the Management Board's fulfillment of its duties, with respect to the whole Management Board or to its particular members;

4) adopting the program of the Association's activity;

5) electing the Management Board of Association, including its President and particular members;

- 6) electing the Audit Committee and its particular members;
- 7) electing the Fellow Members Board of Arbitration and its particular members;
- 8) adopting the Association's Statute and its amendments;
- 9) passing resolutions concerning the sale or other forms of disposal of the Association's real estates;
- 10) granting honorary membership in the Association;
- 11) passing resolutions concerning the dissolution of the Association;
- 12) adopting the regulations concerning the work of the Management and approving the regulations of concerning the work of other bodies of the Association;
- 13) determining the amount of membership fees.

5. The agenda of the General Assembly of the Members of the Association shall be defined by the bodies or persons authorized to demand its convening.

#### § 18.

In the case of not granting the acknowledgement of fulfillment of the duties to the Management Board or to its particular members and the impossibility to elect a new Management Board at the same General Assembly of the Members of the Association, the Management, in its capacity hitherto possessed, shall perform its functions until the election of the new Management, with the reservation that the Management, in its capacity hitherto possessed, may exclusively perform the activities of the ordinary Management.

#### § 19.

1. Ordinary General Assembly of the Members of the Association shall be convened by the Management Board at least once a year.

2. Extraordinary General Assembly of the Members of the Association shall be convened by the Management Board at their own initiative or on the basis of:

- 1) the demand of the Audit Committee;
- 2) a written motion of at least 1/10 of the total number of the members of the Association.

3. The Management shall notify the members of the venue, date and agenda of the General Assembly by means of an ordinary letter and by means of hanging up a note of the Assembly at the Association's seat at least 14 before the planned date of the Assembly.

4. In the case of the Management's evasion of the obligation to convene a General Assembly, the right to do so shall be transferred to the bodies authorized to require convening of the Assembly.

#### § 20.

1. The resolutions of the General Assembly of the Members shall be passed by an average majority of votes with the presence of at least half of the Association's members.

2. If, in the first term for the General Assembly of the Members, there are fewer members present than a half, then in the second term, the resolutions may be passed by a qualified majority (50%+1) of the members present.

3. The second term should be notified according to the principles stipulated in paragraph 19 subparagraph 3 of the Statute, with the reservation that the second term must not be indicated earlier than half an hour after the first term.

4. In the case of an equal number of votes, the vote of the Chairman shall be decisive.
5. The provisions of this paragraph shall not be applied to the resolutions concerning the amendments of the Statute and dissolution of the Association.

§ 21.

1. The following persons shall take part in the General Assembly of the Members:
  - 1) the members of the Association,
  - 2) the members of the Association's authorities,
  - 3) supporting and honorary members of the Association.
2. At the General Assembly of the Members the members of the Association have the right to vote on passing resolutions.
3. Honorary and supporting members shall act in advisory capacity in passing resolutions.

§ 22.

1. The General Assembly of the Association Members, after its opening made by the Association's President, shall elect the Chairman (Chairmen or Presiding Board).
2. The General Assembly of the Association Members may adopt the regulations of the session.

### **C. The Association's Management Board**

§ 23.

1. The Management Board shall consist of from three to five members, including the President, Secretary and Treasurer, and, possibly ordinary members of the Management Board elected by the General Assembly of the Members of the Association in secret voting from among an unlimited number of candidates proposed by the members of the Association.
2. The number of the members of the Management shall be determined, each time separately, by the General Assembly of the Association Members.
3. The President of the Management Board shall be the Association's President, who controls the works of the Management Board.
4. The President of the Association shall be elected by the General Assembly of the Association Members – in secret voting – from among an unlimited number of candidates who are the members of the Association proposed by any given number of the members of the Association.
5. The candidate who has obtained the largest number of votes cast shall be elected to be the Association President.
6. The General Assembly of the Association Members elects, consecutively, other members of the Management Board in secret voting. The person who has received the largest number of votes cast shall be considered to be elected.
7. The functions of the member of the Management Board and the member of the Audit Committee must not be performed jointly by one person.
8. The functions of the member of the Management Board and the member of the Fellow Members Board of Arbitration.



§ 24.

1. In the case of the Management Board member's inability to perform his function, the Audit Committee in its full panel shall dismiss the member.

2. In the case of a dismissal of a Management Board member, the Audit Committee, in its full panel, may elect temporarily a new member of the Management Board for a period until the next General Assembly of the Association Members, which must be convened within six months of the temporary election.

3. The Audit Committee may elect temporarily a new member of the Management Board from among the members of the Association who give their consent for this.

§ 25.

The Association President shall supervise and the control the works of the Management Board.

§ 26.

The competencies of the Association President shall comprise also other activities stipulated by the Statute and by the resolutions of the General Assembly of the Members.

§ 28.

1. The Management Board shall supervise the Association's activity and shall represent it outside.

2. The resolutions of the Association Management Board shall be passed by an ordinary majority of the votes cast with the presence of at least 2/3 members of the Management Board.

3. The Association President, individually, or two members of the Management Board jointly, shall be authorized to submit declarations of intent on behalf of the Association, with the exception that the function of a manager of a working place pursuant to the Labor Code, in the matters not reserved for the Management, shall be performed by the Management Board President or another member of the Management Board authorized by the Management Board.

4. The Management Board may grant permanent general authority to act, on behalf of the Association, within the capacity of ordinary Management Board, to the persons carrying out the work of the Management Board Bureau, provided that these functions are not restricted to other bodies of the Association.

§ 29.

1. The Management Board's scope of activity shall comprise in particular:

- 1) the execution of the Association program adopted by the General Assembly of the Members as well as other resolutions of the General Assembly of the Members, Audit Committee, and the Fellow Members Board of Arbitration;
- 2) the control of the current work of the Association and the management of its assets;
- 3) the organization of the actions stipulated in paragraphs 4 and 5;

- 4) the determination of the amount of allowances defined in paragraph 9 subparagraph 4 of the Statute;
  - 5) the adoption of resolutions concerning striking off a member's name from the list of members;
  - 6) carrying out business activity of the Association and executing the rights of a partner and shareholder in the commercial companies with the Association's participation;
  - 7) the representation of the Association in a court;
  - 8) the adoption of the particular courses of actions;
  - 9) the expulsion of members of the Association;
  - 10) convening committees, teams and defining their tasks;
  - 11) keeping membership document files;
  - 12) working out and submitting reports of its own activity in front of the General Assembly of the Members;
  - 13) acting with resolution-making initiative and working out resolution drafts;
  - 14) adopting resolutions concerning the Association's joining national, foreign and international organizations with similar scope and character of activity;
2. The Management Board shall meet on the dates defined by it, in accordance with the needs to pass appropriate decisions, at least once in a two-month time.
  3. The Management Board shall divide the activities between its members in the matters which do not require collective activity.

#### § 30.

1. The Management Board may carry out its duties with the assistance of the Management Board Bureau.
2. The Management Board Bureau shall be controlled by a director employed by the Management Board.
3. In the case of a need to employ a member of the Management Board or a member of other authorities of the Association, the employment relationship, on the Association's behalf, shall be made with him by the Audit Committee of the Association by settling the employment conditions with him.
4. The Management Board may authorize the Bureau's Director to perform the function of the working place manager in relation to the workers employed in the Bureau, with the reservation that the employment and dismissal of the workers at the managing posts shall require the Management Board's consent.

#### § 31.

Particular principles of the Management Board's activity shall be defined by the regulations worked out by the Management Board and adopted by the General Assembly of the Members.

### **D. The Association's Audit Committee**

#### § 32.

1. The Association's Audit Committee shall consist of three members elected by the General Assembly of the Members in secret voting from among an unlimited number of candidates proposed by the Association's members.

2. The persons who obtained in one voting the highest number of votes consecutively shall be considered to be elected.

3. The Audit Committee shall elect its President from among its panel.

#### § 33.

1. The Fellow Members Board of Arbitration in its full panel shall dismiss a member of the Audit Committee in the case of his resignation or inability to perform his function.

2. In the case of a dismissal of a member of the Audit Committee, the Fellow Members Board of Arbitration may elect temporarily a new member of the Audit Committee to his post for a period until the General Assembly of the Members, which must be convened within six months.

3. The Fellow Members Board of Arbitration may elect temporarily a new member of the Audit Committee from among the Association members who give their consent for it.

#### § 34.

1. The resolutions of the Audit Committee shall be passed by an average majority of votes with the presence of at least 2/3 of its panel.

2. In the case of an equal number of votes, the vote of the President shall be decisive.

#### § 35.

The competencies of the Audit Committee shall comprise:

- 1) carrying out, at least once a year, the control of the Association's substantial and financial activities;
- 2) submitting reports at the General Assembly of the Members and submitting motions for the acknowledgement of the fulfillment of the duties of the Management Board at the General Assembly;
- 3) submitting the post-control reports to the Management Board, together with the appropriate motions;
- 4) carrying out periodic controls of the payment of membership fees;
- 5) submitting motions for the Extraordinary General Assembly to be convened;
- 6) carrying out periodic evaluations of the performance of the duties of the Association's members with particular emphasis on the obedience of the Statute's and legal provisions;
- 7) inspecting the complaints concerning the activity of the Management Board and other bodies;
- 8) passing resolutions concerning legal actions between the Association and the members of the Management Board, in particular granting the members of the Management Board work posts and defining their remunerations, i.e. representing the Association with these activities, with the reservation that, in this respect, even two members authorized by the Audit Committee shall be sufficient;
- 9) submitting the reports of its activity containing, among others, the results of the control together with post-control motions to the General Assembly of the Members.

#### § 36.

As a result of the controls carried out, the inspection of the reports and the explanations, motions and complaints, or, at its own initiative, the Audit Committee may give their recommendations in writing to the Management Board and to the special committees of the Association and may expect the information concerning their realization in the period defined by it and may control their realization.

§ 37.

The Audit Committee President, and, upon a need, other members of the Audit Committee shall have the right to participate in the sessions of the Management Board with advisory capacity.

§ 38.

The Audit Committee shall act on the basis of the regulations defined by it and approved by the General Assembly of the Members.

### **E. The Association's Fellow Members Board of Arbitration**

§ 39.

1. The Fellow Members Board of Arbitration shall consist of four members elected by the General Assembly of the Members in secret voting from among an unlimited number of candidates proposed by the Association members.

2. The persons who obtained consecutively the highest number of votes cast in one voting shall be considered to be elected.

§ 40.

1. The Audit Committee in its full panel may dismiss a member of the Fellow Members Board of Arbitration in the case of his resignation or inability to perform the function.

2. In the Case of a dismissal of a member of the Fellow Members Board of Arbitration, the Audit Committee in its full panel, may elect temporarily a new member to the post of a dismissed member of the Fellow Members Board of Arbitration for a period until the General Assembly of the Members, which must be convened within six months.

3. The Audit Committee may elect temporarily a new member to the post of a dismissed member of Fellow Members Board of Arbitration from among the Association members who gave their consent for it.

§ 41.

1. The Fellow Members Board of Arbitration shall examine cases upon the motions of each of the Association's authorities and also upon the motions of particular members of the Association.

2. The object of the examination of the Fellow Members Board of Arbitration may be each improper actions of a member of the Association – irrespectively of his performed function.

§ 42.

1. The Fellow Members Board of Arbitration shall give its judgments in its full panel, presided by the most senior member in terms of age.

2. The decisions of the Fellow Members Board of Arbitration shall be passed in a form a judgment.

3. The judgment shall be passed by a majority of votes.

4. A basis for a judgment shall be the totality of circumstances disclosed during the proceedings of the Fellow Members Board of Arbitration.

5. The proceedings at the Fellow Members Board of Arbitration shall be carried pursuant to the principle of the equality of the parties with enabling the parties to appeal to the General Assembly of the Members.

6. A member to whom the charges were submitted may use a defender chosen from among the Association members.

§ 43.

The scope of activity of the Fellow Members Board of Arbitration shall comprise:

- 1) examination of the cases related to the breach of the Statute provisions by the members of the Association;
- 2) examination and settling the disputes between the members of the Association and its authorities;
- 3) submission of the reports of their activity at the General Assembly of the Members;
- 4) giving judgments in the matters concerning the compliance of internal regulations and the decisions of the Association's authorities with the Statute.

§ 44.

The Fellow Members Board of Arbitration shall have the following rights:

- 1) to administer admonition or reprimand;
- 2) to suspend a member from his rights for a defined period;
- 3) to oblige a member to carry out some works gratuitously for the benefit of the Association;
- 4) to impose an obligation to pay a set amount of money for the benefit of the Association or for any other objective which is socially useful.

§ 45.

1. The Fellow Members Board of Arbitration may administer admonition or reprimand in the case when a member of the Association exposes a good reputation of the Association to danger.

2. The Fellow Members Board of Arbitration may suspend of a member from his rights for a defined period not longer than one year in the case of breaching the provisions of the Statute.

3. The Fellow Members Board of Arbitration may oblige a member to carry out some works gratuitously for the benefit of the Association at the amount of 30 man-hours in the case of not paying the membership fees.

4. The Fellow Members Board of Arbitration may, in the case of not paying the membership fees for a period longer than one year, impose an obligation to pay a set amount of money for the benefit of the Association or for any other objective which is socially useful.

5. The Fellow Members Board of Arbitration, in the case of the avoidance the execution of the decreed punishment or of committing the deeds defined in subparagraphs 3 and 4 of this paragraph and in paragraph 10 subparagraph 3 may appeal to the Management Board for the expulsion of a member of the Association.

#### § 46.

A member of the Association cannot be punished after one year of being informed of the breach of the provisions of the Statute or of the resolutions of the Association authorities.

#### § 47.

The principles of the activity of the Fellow Members Board of Arbitration shall be approved by the General Assembly of the Members.

#### § 48.

The performance of the function in the Fellow Members Board of Arbitration shall be honorary and gratuitous.

### **CHAPTER V**

## **THE ASSOCIATION'S ASSETS AND BUSINESS ACTIVITY**

#### § 49.

1. The Association's assets shall comprise:

- 1) real estates being the property of the Association and given to the Association as perpetual usufruct;
- 2) movable assets being the property of the Association;
- 3) financial resources;
- 4) securities;
- 5) shares in commercial companies;

2. The assets of the Association shall come from the following sources:

- 1) membership fees;
- 2) subsidies, donations, inheritances and legacies;
- 3) the incomes from their business activity and the events organized against payment;
- 4) incomes from the statutory activity;
- 5) the Association's dividend on account of its participation of commercial companies;
- 6) the income from the assets of the Association;
- 7) public donations.

§ 50

The Association may accept inheritance solely with limited liability for inheritance debts.

§ 51.

1. The Association may carry out business activity with the reservation that the whole income from this activity shall be allocated to the realization of the statutory objectives of the Association.

2. The Association may create commercial companies and join the ones already existing.

## CHAPTER VI

### FINAL PROVISIONS

§ 52.

The Statute of the Association may be amended or replaced by another one exclusively by the General Assembly of the Members on the basis of the resolution passed by a qualified majority of 3/4 votes with the presence of at least half of the members.

§ 53.

1. The Association may be dissolved on the basis of the resolution of the General Assembly of the Members passed by a qualified majority of 3/4 votes with the presence of at least half of the members.

2. The liquidators shall be the members of the Management Board, unless the General Assembly of the Members stipulates otherwise.

3. The Association's assets remaining after the liquidation shall be allocated for the creation of a fund or any other socially useful objective defined in the resolution of the liquidation.

The Statute was adopted by means of the resolution of the General Assembly of the Founding Members of the Association which took place in Cracow on 9<sup>th</sup> March 2000