



STATUTE OF THE POLISH PATCHWORK ASSOCIATION

Chapter 1

GENERAL PROVISIONS

§ 1.

The Polish Patchwork Association, hereinafter referred to as "Association", is a voluntary, self-governing, stable, non-profit association, with legal personality.

§ 2.

1. The Association operates in the area of the Republic of Poland. The Association may also operate beyond the borders of the Republic of Poland.

2. The seat of the Association is Prace Duże.

§ 3.

The Association may be a member of national and international organizations with similar objectives.

§ 4.

The duration of the Association is not specified.

§ 5.

The Association's activity is based on the work of its members.

§ 6.

The Association may create organizational units - branches.

Chapter 2

OBJECTIVES OF THE ASSOCIATION AND MEANS OF IMPLEMENTATION

§ 7.

The Association aims to make, develop and promote initiatives, attitudes and educational and cultural activities in the following areas:

- a. to promote the art of patchwork and textile art;
- b. to develop and cultivate the tradition of textile handicrafts and arts;
- c. to support artists/creators and others involved in developing and cultivating the tradition of textile handicrafts and arts;
- d. to promote and popularize the works of handicraft;
- e. co-operation with other organizations with similar objectives, including the mutual



- f. exchange of knowledge and experience;
to support and strengthen cooperation between the members of the Association, taking care of their rights and protection against unfair competition;
- g. providing its members with all possible assistance in the development of their creative activities and teaching in the art of patchwork and textile art.

§ 8.

1. The Association pursues its statutory objectives within the framework of unpaid and paid activities by:

- a. publishing, brochures, photographs, organizing courses, conferences, exhibitions, competitions, meetings and cultural exchange - also in electronic form;
- b. financing all or part of the costs associated with the implementation of the objectives of the Association
- c. co-operation with state institutions, governmental bodies, social organizations and other entities in Poland and abroad, which operate within the scope of the objectives of the Association;
- d. organizing training, courses, workshops, lectures and other activities of information - education for adults, adolescents and children - also in electronic form;
- e. the development of public awareness of the statutory objectives pursued by the Association;
- f. the creation of galleries, chambers of creative, permanent and seasonal points of exposition and trade and service.

2. The Association may undertake and pursue economic activity, according to the general principles set out in separate regulations. Income from economic activity of the Association serves the statutory purposes and can not be distributed among its members.

Chapter 3

RIGHTS AND OBLIGATIONS OF MEMBERS OF THE ASSOCIATION

§ 9.

Members of the Association are divided into:

- a. ordinary,
- b. supporting,
- c. honorary.

§ 10.

1. An ordinary member of the Association may be any adult citizen of the Republic of Poland and foreigner, also having no place of residence on the territory of the Republic of Poland.

2. The supporting member may be a person or legal entity that supports the activities of the



Association and supports them factually, materially or financially. Supporting members do not use active or passive voting rights, and have no casting vote. Supporting member has only a consultative vote.

3. Honorary member of the Association may be a person of particular merit for the Association. Honorary members have all the rights of ordinary members. Honorary members are exempt from the obligation to pay membership fees.

§ 11.

1. Getting the ordinary and supportive membership takes place after getting acquainted with the Statute and by submitting to the Board of the Association a written declaration to join the Association. The declaration must specify the nature of the proposed membership and include the recommendation of a minimum of 2 members of the Association. The decision on the admission of members is done by the Board of the Association by a simple majority of votes and by written resolution.

2. The title of honorary member is given by the General Assembly at the request of a member of the Association.

§ 12.

1. Members of the Association are obliged to:

- a. promote and actively implement the statutory objectives of the Association;
- b. take care of the good name of the Association;
- c. contribute to the growth of the role and importance of the Association by their attitude and actions,
- d. comply with the provisions of the Statute, as well as adhere to the resolutions of the bodies of the Association;
- e. regularly pay membership fees.

2. A member of the Association has the right to participate in the work of the Association, in particular, she/he is entitled to vote and stand for election to the Association and the right to make proposals on all matters relating to the functioning of the Association.

§ 13.

1. Membership shall terminate automatically upon:

- a. the death of a member of the Association as a natural person;
- b. loss of legal personality of a supporting member of a legal person;
- c. written resignation from membership in the Association;
- d. loss of public rights and full legal capacity under with the law.

2. Removal from the list of members of the Association may also take place on the basis of a resolution of the Board of the Association, adopted in the statement:



- a. non-compliance by a member of the Association of the provisions of the Statute of the Association or the resolutions of the bodies of the Association or act against the Statutes or purposes of the Association, after an unsuccessful reminder;
- b. deposition by a member of the Association membership fee for at least two periods, after unsuccessful reminder.

§ 14.

The resolution of the Board of the Association concerning the exclusion of a member is entitled to a written appeal to the General Assembly, which should be submitted through the Board of the Association, within 14 days from the date of adoption by a member of the Association of information on the Board of the Association resolution of exclusion. The resolution of the General Assembly is final.

Chapter 4

AUTHORITIES OF THE ASSOCIATION

§ 15.

The governing bodies of the Association are:

- a. The General Assembly of Members;
- b. The Board of the Association;
- c. Audit Committee.

§ 16.

1. The highest authority of the Association is the General Assmblly of Members.
2. In addition to other issues arising from this Statute or the law, the powers of the General Assembly include:
 - a. adoption of amendments to the Statutes of the Association;
 - b. establishing the guidelines of the activities of the Association;
 - c. consideration and approval of the reports on the activities of the Board of the Association and the Audit Committee, and granting the Board of the Association and the Audit Committee the vote of approval of the fullfilment of duties;
 - d. appointing and removing members of the Board of the Association and the Audit Committee;
 - e. passing resolutions on dissolution of the Association and purpose of the Association's assets remaining after liquidation;
 - f. conferring the title of honorary member at the request of a member of the Association;
 - g. considering requests submitted by the Board of the Association, the Audit Committee or members of the Association.

§ 17.

1. The General Assembly of Members is subject to the condition that at the meeting there are present at least half of the members of the Association.



2. However, in the absence of the required quorum to properly convened General Assembly of Members, at the next meeting it will not be required to obtain a quorum, provided that such subsequent General Assembly of Members:
 - a. will be held no later than within 2 months from the date of the General Assembly of Members at which a quorum is not obtained;
 - b. will be properly convened;
 - c. will be convened with the same agenda, which was scheduled for the General Assembly of Members at which a quorum was not obtained.
3. Resolutions of the General Assembly of Members shall require an absolute majority of votes cast, except for the resolution concerning the dissolution of the Association and amendments to the Statute of the Association, which are taken by a majority of 2/3 of the votes cast.

§ 18.

1. The General Assembly of Members is convened by the Board of the Association at least once a year.
2. The Board of the Association shall convene the General Assembly of Members on its own initiative as well as at the written request of the Audit Committee or at least 10 members of the Association.
3. The Board of the Association shall notify all members of the date, place and agenda of the proposals by mail or in any other effective way, including by e-mail to the specified addresses provided for this purpose by members, at least 14 days before the start of the meeting.
4. In case of a request to convene the General Assembly of Members by the members of the Audit Committee or members of the Association, in accordance with paragraph 2. above, the General Assembly of Members should be convened no later than 30 days from the date of delivery such request to the Board of the Association.

§ 19.

1. The Board of the Association consists of three to five members, including the President, Vice President and Treasurer.
2. Members of the Board of the Association are appointed and dismissed by the General Assembly of Members.
3. The term of the Board of the Association membership is three years.
4. In addition to other issues arising from this Statute or the law, the powers of the Board of the Association include:
 - a. the implementation of resolutions of the General Assembly of Members,
 - b. coordinating the work of the Association;
 - c. the representation of the Association outside and acting on its behalf
 - d. convening of the General Assembly of Members;
 - e. managing assets of the Association;
 - f. determining the amount of membership fees and their maturity.



5. The Board of the Association shall adopt resolutions by a simple majority of votes, in the presence of at least 2/3 of the Board of the Association.

6. In the case that the composition of the Board of the Association will be reduced during their term of office, the supplement of its composition may be effected by co-option, which is carried by the other members of the Board of the Association. In this mode, no more than half of the Board of the Association can be appointed.

§ 20.

1. Board of the Association meetings are held as necessary, but not less frequently than once every six months.

2. Meetings of the Board of the Association shall be convened by the President of the Board, and in her absence - Vice-President or another member of the Board, informing the other members of the Board of the date and place of the meeting at least 7 days in advance.

§ 21.

To make statements and sign documents on behalf of the Association, in particular to incur obligations on behalf of the Association, cooperation of two members of the Board of the Association is required.

§ 22.

1. The Audit Committee consists of three members, including the Chairman of the Audit Committee, appointed and dismissed by the General Assembly of Members for three years' term of office.

2. The tasks of the Audit Committee include:

- a. monitoring the ongoing activities of the Association, including control of timely payment of membership fees;
- b. control at least once a year, the overall activity of the Association; in particular, the financial management of the Association;
- c. presenting to the General Assembly of Members activity report;
- d. opinions on the application for discharging the Board of the Association.

3. In the event that the Audit Committee of the Association will be reduced during their term of office, to supplement its composition may be effected by co-option, which is carried by the other members of the Audit Committee. In this mode, you can not appoint more than half of the Audit Committee.

§ 23.

1. Meetings of the Audit Committee are held as required, but not less frequently than once a year. Meetings of the Audit Committee shall be convened by the Chairman of the Audit Committee, informing the other members of the Audit Committee of the date and place of the meeting at least 7 days in advance.

2. Resolutions of the Audit Committee are passed by a simple majority of votes in the presence of at least half of the members of the Audit Committee.



§ 24.

1. Assets of the Association arise from membership fees, donations, legacies, sponsorship and income from the assets of the Association.
2. In the event of the Association taking up of business activities, the proceeds of such activities also supply the assets of the Association and shall be allocated solely on the activities of the Association and its objectives.
3. The Association may receive grants under the terms of the law.
4. The funds of the Association shall be allocated solely on the statutory activities.

Chapter 5

BRANCH UNITS

§ 25.

1. Branches of the Association shall have legal personality. Members of the Branches participate in the General Assembly of Members through selected delegates of the Branch. The detailed rules are contained in the Rules of Procedure of the General Assembly of Members.
2. Branch of the Association may be appointed at the request of the Founding Committee of the Branch appointed by the Assembly of Founding of the Branch, which consist of not less than 15 regular members of the Association operating in the area. The resolution on the establishment of a Branch is made by the Board of the Association.

§ 26.

1. The authorities of the Branch of the Association are:
 - a. General Assembly of Branch,
 - b. Branch Board,
 - c. Audit Committee.
2. Resolutions of all authorities of the Branch of the Association shall pass in an open vote by a simple majority of votes in the presence of at least half of the members entitled to vote for the first time, in the second term, regardless of the number of members present, unless further provisions of the statute provides otherwise.
3. The term of office of all elected authorities of the Branch of the Association is 3 years.
4. In case when the authorities of the Branch of the Association will be reduced during the term supplementing their composition may be effected by co-option, which is carried by other members of the authority, which has decreased. In this mode, you can not appoint more than half of the body.

§ 27.



1. The highest authority of the Branch of the Association is the General Assembly of the Branch. It may be ordinary or extraordinary.
2. The Annual General Assembly of the Branch is convened by the Board of the Branch of the Association once a year as a reporting and every three years as a reporting and electing, informing members about the date, place and proposed agenda at least 14 days before the General Assembly of the Branch. In the absence of required quorum to properly convened meeting, the second meeting is convened not later than one month from the date of convening the General Assembly of of the Branch.
3. The Extraordinary General Assembly of the Branch is convened by the Board of the Branch of the Association:
 - a. on their own initiative,
 - b. at the request of the Branch Audit Commission,
 - c. at the request of at least 1/3 of the total number of ordinary members of the Branch of the Association
4. The powers of the General Assembly of the Branch are:
 - a. adoption of the main directions of activities of the Branch,
 - b. selecting delegates of the Branch to the General Assembly of Members,
 - c. selection and dismissal of the Board members of the Branch,
 - d. granting the vote of approval to the outgoing Board of the Branch,
 - e. voice in matters of importance for the whole Association,
 - f. processing of appeals against resolutions of the Board of the Branch,
 - g. adopting resolutions to resolve the Branch of the Association.

§ 28.

1. The Board of the Branch consists of 3 to 5 members, of which the first meeting chooses a Chairman and Treasurer.
2. Meetings of the Board of the Branch shall be held as necessary but not less frequently than once in every six months.
3. Powers of the Board of the Branch are as follows:
 - a. managing the current work of the Branch,
 - b. implementation of resolutions of the General Assembly of the Branch and the General Assembly of the Members of the Association,
 - c. managing the assets of the Branch,
 - d. convening the General Assembly of the Branch,
 - e. accepting and excluding members of the Branch,
 - f. representing the Branch outside and acting on its behalf,
 - g. submission of information of changes in the Board of the Branch to the Board of the Association.



§ 29.

1. The Audit Committee of the Branch is a body of the Association, independent from the Board of the Branch, appointed to exercise control over its activities.
2. The Audit Committee consists of 3 to 5 people including the Chairman elected at the first meeting of the committee.
3. Powers of the Audit Committee are:
 - a. control of the whole activities of the Branch
 - b. evaluation of the Board of the Branch, including annual reports and balance sheets,
 - c. reporting to the General Assembly of the Branch together with the assessment of the activities of the Branch of the Association and the Board of the Branch,
 - d. applying to the General Assembly of the Branch for granting the vote of approval to Board of the Branch,
 - e. applying for the dismissal of the Board of the Branch or individual members of the Board in case of inactivity,
 - f. applying to convene an Extraordinary General Assembly of the Branch
 - g. applying to the General Assembly on the dissolving of the Branch

§ 30.

1. The Board of the Association has the right to refuse the Branch of the Association to carry out actions incompatible with the statutory objectives of the Association, or those which, according to the Association may harm the image of the Association.
2. The resolution to dissolve the Branch of the Association shall be taken by the General Assembly of the Branch by a qualified majority of 2/3 of votes in the presence of at least half of the members entitled to vote. The decision to dissolve the Branch of the Association may also be taken the General Assembly of Memebbers by a qualified majority of 2/3 votes in the presence of at least half of the members entitled to vote at the request of the Board of the Association, or Audit Commission of the Branch, after finding irregularities in the activities of the Branch Association.

Chapter 6

AMENDMENT OF THE STATUTE AND TERMINATION OF THE ASSOCIATION

§ 31.

Changes to the Articles of the Association require a resolution of the General Assembly of the Members adopted by a majority of 2/3 of the votes cast.

§ 32.



1. Termination of the Association takes place on the basis of a resolution of the General Assembly of Members, adopted by a majority of 2/3 of the votes cast.
2. In the case of adoption of a resolution to terminate the Association, the General Assembly of Members shall appoint liquidation committee and decides to allocate the assets of the Association remaining after liquidation.

§ 33.

In matters not regulated by this Statute the provisions of the Law on Associations shall apply.