

**STATUTE OF ASSOCIATION**  
**ROTARY CLUB SOPOT INTERNATIONAL**  
**IN SOPOT**

**Article I. GENERAL PROVISIONS**

§ 1. The Association operates on the basis of the Act of April 7, 1989 Law Of Associations (consolidated text Journal of Laws, 2001 No. 79, item 855).

§ 2. The Association is called " **ROTARY CLUB SOPOT INTERNATIONAL** ".  
In the further part of the Statute, the Association is called the "Club".

§ 3. The Club can be a member of national and international organizations with the same or similar profile of activity, in particular the World Rotary Club Association "ROTARY INTERNATIONAL".

**Article II. TERRITORY OF ACTION**

The place of activity of the Club is Sopot, and the business area - Pomeranian Voivodeship.

**Article III. OBJECTIVE AND WAYS OF ACTION**

I. The aim of the Club is primarily charitable activity, supporting and strengthening the ideal of service as the basis for worthy and valuable undertakings, and in particular supporting and strengthening:

- 1) Local and international community,
- 2) Developing mutual contacts as an opportunity to help;
- 3) A high ethical level in the business and professional activity of each Club's member as an opportunity to serve society;
- 4) To understand international goodwill and peace through a global community of people of different professions, connected by the ideal of service.

II. The Club's goals are achieved through:

- a) Supporting and strengthening all useful initiatives and projects,
- b) Taking care of the development and use of existing interpersonal contacts as an opportunity to exercise service to society,
- c) Promotion and application by each member of the Club in their personal, professional and social life of the idea of service and the use of their professional activities as an opportunity to serve society,

- d) Promoting an international agreement,
- e) Co-creating a global community of people of all professions connected by the ideal of social activity.

III. The Club runs free public benefit activities in the area of:

- a) Publishing activity (PKD 58.19Z.),
- b) Printing activity (PKD 18.1),
- c) Other commercial activity, not classified elsewhere (PKD 82.9).

IV. The Club runs a paid public benefit activity in the area of:

- a) Production of ceramic table and ornamental products (PKD 23.41.Z),
- b) Production and treatment of glass, including technical glass (PKD 23.19 .Z),
- c) Forging, pressing, extrusion and rolling of metals; powder metallurgy (PKD 25.50.Z).
- d) Production of remaining metal products not classified elsewhere (PKD 25.99.Z),
- e) Production of jewellery and similar articles, not classified elsewhere (PKD 32.1)
- f) Production of games and toys (PKD 32.40.Z),
- g) Repair of other articles of personal and household use (PKD 95.29.Z),
- h) Retail trade conducted in nonspecialized stores (PKD 47.19.Z),
- i) Hotels and similar accommodation facilities (PKD 55.10.Z),
- j) Restaurants and other permanent catering facilities (PKD 56.10.A)
- k) Activities as tourist agents (79.11.A)
- l) Activities as tourism organizers (PKD 79.12.Z),
- m) Activities in the field of tourist information (79.90.B)
- n) Photographic activity (PKD 74.20.Z),
- o) Activities related to the organization of fairs exhibitions and conferences (PKD 82.30.Z),
- p) Foreign language teaching (PKD 85.59.A),
- n) Other social care without accommodation (PKD 88, 9),
- o) Other entertainment and recreational activities (PKD 93.29.Z),
- p) Activities of libraries (PKD 91.01.A),
- q) Activities related to games of chance and mutual bets (PKD 92.00.Z).

#### **Article IV. MEETINGS**

§ 1. The Club holds regular meetings once a week, on the day and at the time set out in the rules of procedure. In an emergency or for a justified reason, the Club's Board may change the date of a regular meeting on a different day, between the dates of regular meetings, and change the time and place of a regular meeting.

§ 2. The annual meeting dedicated to the selection of persons performing functions in the Club should take place no later than December 31 of each year, in accordance with the provisions of the rules of procedure.

## **Article V. MEMBERSHIP**

§ 1. The club is composed of adults, impeccable character and an impeccable opinion on business and professional activity. Members of the Club may also be foreigners residing in the territory of the Republic of Poland.

§ 2. Club members are divided into:

- active,
- honorary.

§ 3. Active member.

An active member can be a person chosen by the Club who:

- a) Acts as an owner, partner, board member or manager in a legally recognized business or profession;
- b) Holds an important position with the right to take decisions in legally recognized business or profession;
- c) Acts as a local representative of a legally recognized professional activity, having the right to represent and direct in a certain scope, is personally active in business or professional activity, to which he has been included in the Club and resides or works within the territorial operation of the Club.

Only two members representing a specific type of professional activity may belong to the Club, with the exception of religious activities, diplomatic journalism, and subject to additional active membership provided for in § 4 of this article.

§ 4. Honorary member.

A person who stands out in activities that support Rotarian ideals may be elected a member of the honorary Club. Honorary members are not charged with the obligation to pay entry or other fees, do not have the right to vote and can not be elected for any function in the Club, they do not represent any category of business or professional activity, but are entitled to participate in all Club meetings and to participate and use of all other privileges and privileges. The club's Honorary Member does not have any rights or privileges in other clubs.

## **Article VI. CLUB AUTHORITIES, PERSONS WHO HAVE FUNCTIONS**

§ 1. Club authorities state:

- GENERAL MEETING OF MEMBERS OF THE CLUB
- MANAGEMENT BOARD
- REVISION COMMITTEE.

§ 2. General Meeting of Club Members.

a) The General Meeting is the club's highest authority. The competences of the Meeting include defining the main directions of the Club's activities and goals, annually selecting the Board and the Audit Committee, reviewing appeals against the Management Board resolutions, determining fees and contributions, deciding

on changes to the Statute and liquidating the Club and accepting new Club members.

b) At the General Meeting of Club Members, take part:

with a constituting voice - active members,

with an advisory vote - honorary members and invited guests.

c) The Management Board notifies members about the place, date and agenda at least 7 days before the General Meeting of Club Members.

d) Resolutions of the Meeting are valid if they were taken with the participation of at least half of the members entitled to vote, by simple majority, unless the Statute provides for other conditions of validity.

e) The General Meeting of Club Members may be ordinary or extraordinary.

f) The General Meeting of Club Members meets in accordance with the regulations of the meeting adopted by themselves. The General Meeting of Club Members is chaired by the President of the Club.

g) Extraordinary General Meeting of Members may be held at any time, in particularly justified cases. The Extraordinary General Meeting of Members is convened by the Board of Directors:

1) On its own initiative

2) At the request of the Audit Committee

3) At the motivated request, at least 5 Club members.

1. In the cases specified in point 7 2 and 3 Extraordinary General Meeting of Club Members should be convened not later than within 30 days from the date of submitting the relevant application to the Management Board. The Management Board notifies members about the place, date and agenda of the Extraordinary General Meeting of Club Members at least 7 days before the General Meeting of Club Members.

2. The Extraordinary General Assembly of Club Members meets only on matters for which it was convened.

### **§ 3. Club Management.**

The club's board consists of five members of the club, namely: the president, vice-president, secretary, treasurer, member of the club's management board.

A member of the board must not be convicted by a valid sentence for an intentional crime prosecuted by private prosecution or a fiscal offense.

The Club's Board decides about all matters not reserved for the Meeting Club members.

### **§ 4. Audit Commission.**

1. The Audit Committee consists of two to three members (including the chairman and secretary). The Audit Committee controls the statutory and financial activities of the Club.

2. The scope of activity of the Audit Committee includes:

- Controlling the Club's activities,

- Submitting to the Board with conclusions of the inspections and inspections carried out,

- Right to request an Extraordinary General Meeting of Members of the Club in case of failure of the Management Board to meet its statutory duties, and the right to request a meeting of the Board,

- Submitting applications for granting (or refusing to grant) the club's authorities to the General Meeting of Club Members,

- Reporting on your activities at the General Meeting of Club Members.

3. The Chairman or members of the Audit Committee:

a) They can not be members of the Club Board or be married to them, in cohabitation, in a relationship of affinity, affinity or official subordination,

b) They have not been sentenced by a valid sentence for an intentional offense prosecuted by a public prosecution or tax offense,

c) May receive for the performance of their duties in the Auditing Commission reimbursement of justified costs or remuneration in the amount not higher than the average monthly remuneration in the enterprise sector announced by the President of the Central Statistical Office for the previous year

4. The Chairman or members of the Audit Committee have the right to participate with an advisory vote, in meetings of the Management Board.

5. Members of the Audit Committee can not perform other functions in the club authorities.

**§ 5.** The way of representing the association outside and the manner of incurring financial liabilities.

1. Two members of the Management Board - including the president - are required to submit declarations of will regarding property rights and obligations of the Club and signing agreements and obligations on its behalf.

2. The Management Board may grant - a member of the Club - a general power of attorney, including authorization to ordinary management on behalf of the Club.

## **ARTICLE IX. ELECTIONS OF BOARD MEMBERS**

**§ 1.** At a regular meeting, one month before the meeting of the members of the Board, the chairman of the meeting will ask members of the Club to nominate: president, vice president, secretary, treasurer and member of the club's management board. Nominations may be nominated by the nomination committee or by the members themselves, in accordance with the provisions of the Club.

Candidates for the office of president, vice-president, secretary, treasurer and member of the Club's Management Board, who will receive the largest number of votes, will be announced as elected for individual offices. The president elected during such a vote shall act as a member of the Board, as president-elect for one year and shall take office on July 1, immediately after the expiration of one year in the Management Board as president-elect.

2. Members of the Management Board elected as such, together with the upcoming president, will constitute the Board of Directors.

## **ARTICLE X. DUTIES OF BOARD MEMBERS**

### **§ 1. PRESIDENT.**

The president's duty is to preside over all Club and Board meetings and to perform all other duties typical of the president's office.

### **§ 2. VICE-PRESIDENT.**

It is the duty of the Vice-President to preside over meetings of the Club and the Board of the Club in the absence of the President, and fulfill all other duties typical of the Vice-President's office.

### **3. SECRETARY.**

The secretary's duty is to keep the members' files, record the presence of members at meetings, send notifications about club meetings, council and committee board, record and keep record of the course of such meetings; prepare the required reports for the International Rotary Association including six-month membership reports that should be sent to the Secretary General of the International Rotary Association on January 1 and July 1 each year; as well as reports to the Secretary General on October 1 and April 1 of each active, senior or retired member who was admitted as a club member after the beginning of half-yearly reporting periods; send information on changes in membership to the Secretary General of the International Rotary Association: send monthly reports to the governor of the district about attendance at club meetings, collect and transfer to the International Rotary Association the subscription fee for "Rotarianin" ["The Rotarian "], and fulfill all other duties typical of the office of the secretary.

### **§ 4. TREASURER.**

The treasurer's duty is to take care of all the Club's funds and to keep the Club's accounts and to fulfill all other duties typical of the Treasurer's office. Before leaving the office, the treasurer is obliged to transfer all funds, accounting books or any other property of the club to the ascending treasurer or president. The Treasurer's duties should be prepared jointly with the President of the Club of the financial statements of the Club's annual activity.

### **§ 5. MEMBERS OF THE ORGANIZATIONAL BOARD**

A member of the organizational board should perform the duties customarily assigned to that office and the duties assigned to him by the president or the board.

### **§ 6. COMPETENCIES OF THE MANAGEMENT BOARD.**

The Club's board makes decisions by way of resolutions. Except for the cases reserved in these Statutes, the resolution of the Management Board is final. One can appeal from it only to the Club.

The Management Board exercises general supervision over all persons performing functions in the Club and committees and may in justified cases decide about vacancies in these positions, the Management Board is a body of appeal in relation to orders of all persons performing functions and decisions taken by club committees. In such cases, the decision by which appeals may be lifted may only be revoked by a majority vote of two-thirds at the regular meeting convened by the board, in the presence of a quorum and provided that the members have been notified of the appeal by the secretary at least five days before the meeting.

Each person performing functions in the Club includes his functions on the 1st of July, immediately after the date of his election and he exercises it until the end of his term, or until the election of his successor. The president is elected not earlier than two years and not later than eighteen months before the date of taking up the office of president.

#### **ARTICLE XI. ENTRY FEE AND DUES**

Every active member, active senior member and retired member pay the registration fee and monthly fee in the amount specified by the club regulations. If an active senior member or retired member was previously an active member of the Club, he does not need to pay the entry fee again.

The Club's financial resources come from registration fees, contributions and donations to the Club. The amount of the entry fee and the premium is determined annually by the resolution to be taken at the Club's meeting.

#### **ARTICLE XII. METHOD OF VOTING**

The matters of the Club will be solved by means of an oral vote, with the exception of the election of the members of the Board and the Audit Commission, which will be followed by the written vote.

The admission of new members will take place in a secret ballot.

#### **ARTICLE XIII. CLUB COMMITTEES**

§ 1. As part of the Club's activities, the following permanent Committees are established.

- Club Committee,
- Professional Committee,
- Social Committee,
- International Committee.

§ 2. The detailed scope of activities of individual Club Committees includes Club Regulations.

#### **ARTICLE XV. DURATION OF MEMBERSHIP**

§ 1. Membership lasts for the duration of the Club's existence, unless it expires due to the following reasons.

§ 2. l. Membership automatically expires when a member ceases to fulfill membership in the Club (except when the Board granted special permission for this) in the following cases:

- a) Not paying dues

b) To be absent on more than 60% of the meetings.

2. Honorary membership expires automatically on June 30 after the date of its election as an honorary member. The Management Board may at its discretion, by way of a resolution from year to year, extend the honorary membership for the following year.

§ 3. If a member's membership expires, as specified in § 2, such person may apply for re-membership, in the same or a different category. If he is re-admitted as a member, he does not have to pay the entry fee.

§ 4. Removal from the list of members in connection with non-payment of contributions.

Each member who defaults with contributions must be notified in writing within 30 days after the deadline by the secretary to the last known address. If the payments are not made within ten days of the call, membership automatically expires. Such a former member may be re-admitted by the Management Board's decision on condition that the debt to the Club is settled, with the reservation that no former Club member may be admitted as an active member if his place in the given category has been occupied.

#### **ARTICLE XVI. MEMBERSHIP'S LEAVE**

On the basis of a written application submitted to the Board, for justified reasons, a member of the Club may be granted a special leave, releasing a member from attendance at club meetings within a set period of time.

#### **ARTICLE XVII. RECEIVING NEW MEMBERS TO THE CLUB**

§ 1. The name and surname of a possible member proposed by a Club member should be presented to the Board in writing by the secretary of the Club. At this time, the proposal should remain secret, unless otherwise provided in this procedure,

§ 2. The Board will make sure that the proposed candidature meets all the requirements for classification and membership, included in the club's statute, and then submit the candidacy at the Members Meeting of the Club.

§ 3. The Club Board accepts or rejects the proposed candidature within thirty days of its submission, and then by the secretary of the Club will notify the person proposing his / her decision. The adoption of a new member may take place only on the basis of a resolution of the Club's Management Board adopted by a majority of votes with the presence of at least 2/3 of all Board members.

#### **ARTICLE XVIII. RESOLUTIONS**

No resolution or motion to engage the Club in any matter may be considered by the Club until it is considered by the Board. Such resolutions or motions, presented at the Club meeting, will be forwarded to the Council without further discussion.



## **ARTICLE XIX. FINANCES**

§ 1. The treasurer will store all club funds in the bank indicated by the Board.

§ 2. The club's financial year begins on July 1 and ends on June 30.

§ 3. The club's assets are: real estate, movables, property rights and funds.

§ 4. the owner of the entire property is a club acting as an association with legal personality.

§ 5. Income from the Club's activity serves only to achieve the statutory objectives and to cover the necessary costs of the Club's activity and can not be used for other purposes or for distribution among its members.

§ 6. The club can not:

- a) Grant loans or secure liabilities by the Club's assets to its members, members of bodies or employees, and persons with whom the employees are married or in a relationship of affinity or affinity in a straight line, affinity or affinity to the second degree, or connected with the adoption, care or guardianship, hereinafter referred to as "close relatives",
- b) Transfer the Club's assets to their members, members of bodies or employees and their relatives, on terms other than in relation to third parties, in particular if such transfer is free of charge or on preferential terms,
- c) Use the club's delinquency for members, members of bodies or employees and their relatives on a basis other than in relation to third parties, unless this use directly results from the club's statutory goal.
- d) Acquire, on special terms, goods or services from entities in which members of the Club participate, members of its bodies or employees and their relatives or for prices higher than market prices.

## **ARTICLE XX. CHANGE OF STATUTE AND SOLUTION OF THE ASSOCIATION**

This statute may be amended at every regular meeting, in the presence of at least half of those entitled to vote and two-thirds (2/3) of the votes cast, of members present, provided that notifications of proposed amendments have been sent to all members, a minimum of ten (10) days before the date of such a meeting. Amendments and additions to these Statutes, which are not compliant with Polish law and the Statute of the International Rotary Association, can not be brought.

The club may be dissolved by a resolution of the General Meeting of the Club Members by a two-thirds majority, in the presence of at least half of those entitled to vote,

By adopting a resolution on dissolution of the association, the General Meeting of Club Members determines the manner of carrying out liquidation and assigning the property of the association.

## **ARTICLE XXI. FINAL PROVISIONS**

**§ 1.** If a club member intends to move to another club operating in the same city or in the area of the club's activity, he / she deletes the club's members from the list in accordance with the Club's management's resolution as a result of a written notification of such Club member.

Sopot, 12.12.2018

Bendt Haverberg  
President 2017 - 2019