

Statute of the Association „Ovum”

Chapter I General provisions

§ 1

The name of the association is: Association “Ovum”, hereafter referred to as "the Association".

§ 2

The Association works on the basis of provisions of Associations Act of 7 April 1989 (Journal of Laws, year 1989, No. 20, item 104 with later amendments) and the present statute. The Association has a legal personality.

§ 3

The Association is constituted for an unlimited duration.

§ 4

The registered office of the Association is Gdynia. The Association’s area of operation is the territory of the Republic of Poland. To carry out its statutory objectives, the Association may operate abroad, according to other states’ legal regulations.

§ 5

The Association is allowed to be a member of national and international organizations pursuing similar goals.

§ 6

The Association may use badges, stamps and membership cards in line with binding legal regulations.

Chapter II

Association’s objectives and methods of their realization

§ 7

The main goal of the Association is acting on benefit of men and women equal status in family and in public life. The Association carry out its objectives in particular through:

- 1) active influence on widening women’s share in labour market;
- 2) promoting co-responsibility of men and women together with partner model in parental, housekeeping and professional duties;
- 3) preventing violence in family and social environment;
- 4) promoting equal rights and opportunities for women subjected to discrimination and exclusion;
- 5) promoting women’s right to health and health care;
- 6) taking actions for women’s broader access to latest informative and communicatory technologies;
- 7) supporting citizens’ social activities, including groups like: disabled, homeless, unemployed, children and other social groups at need of support;

- 8) advancing women's civil awareness;
- 9) acting to increase women's self esteem;
- 10) taking actions for unconstrained access to information and latest communicatory technologies;
- 11) acting to develop and support cultural initiatives;
- 12) providing citizen advice service;
- 13) providing different forms of mediation services;
- 14) education and popularization of the idea of mediation and restorative justice.

§ 8

The Association carries out its objectives by:

- 1) educational and pedagogical activities, including organization of trainings, conferences, seminars, workshops, symposiums, cycles of meetings;
- 2) counselling services and support groups;
- 3) organization of cultural events, exhibitions and lectures;
- 4) publishing, informative, promotional and educational activities;
- 5) co-operation with government and self-governing authorities, social organizations, non-governmental organizations and cultural, educational and custodial institutions;
- 6) co-operation with mass media;
- 7) co-operation with national and foreign kindred organizations and institutions;
- 8) affecting socially useful changes in the legal system.

§ 9

To carry out its statutory objectives, the Association is allowed to undertake charitable and business activities. The Association may also employ non-members.

Chapter III **Members – their rights and duties**

§ 10

Natural and legal persons may be the members of the Association. Legal persons are allowed to be only supporting members.

§ 11

The Association is composed of ordinary members, supporting members and honorary members.

§ 12

Ordinary membership is open for natural persons – Polish citizens and foreigners, which have full capacity for acts in law.

§ 13

Admission of new member is made by Board's resolution passed within two months from submission of written declaration containing recommendation given by two ordinary members. In case of refusal, the applicant may appeal to the General Meeting by the hand of the Board. The closing date of appeal is one month. The General Meeting shall examine the appeal in the next session. The decision of General Meeting is final.

§ 14

An ordinary member is entitled to:

- 1) active and passive participation in the elections of the Association's authorities;
- 2) participate in General Meeting with a voting power;
- 3) put motions and postulates about the Association's activity;
- 4) benefit from the Association's infrastructure and assistance in undertaking actions consistent with Association's statutory objectives;
- 5) take part with the voting right in Association's works, meetings and other activities.

§ 15

An ordinary member is obliged to:

- 1) observe the statute, regulations and resolutions of the Association's authorities;
- 2) regular payment of membership fees;
- 3) active participation in fulfilling Association's statutory objectives;
- 4) take care for Association's property.

§ 16

The supporting member may be a natural or legal person interested in the Association's development and declaring payment of membership fees or other support, i.e. financial, material or substantial help in attaining Association's goals.

§ 17

The supporting member is admitted to the Association after submission of written declaration filed on the grounds of the Board's resolution.

§ 18

Supporting and honorary members are deprived of active and passive voting right. They may take part in Association's works with consultative vote, put forward motions and postulates concerning tasks undertaken by the Association.

§ 19

The supporting member is obliged to perform his/hers declared services, observe the statute and Association's authorities resolutions.

§ 20

The honorary member may be a natural person who is particularly merited in realization of statutory objectives of the Association.

§ 21

Honorary membership may be awarded by the General Meeting acting upon motion of the Board. In those cases resolutions are passed with simple majority of votes.

§ 22

Honorary members are exempt from paying membership fees.

§ 23

(Deleted)

§ 24

Membership in the Association ceases upon:

- 1) voluntary resignation from the affiliation, submitted in writing to the Board, after setting all obligations towards the Association;
- 2) decease of a member or loss of legal personality by the supporting member;
- 3) the Board's resolution taken after a one year discontinuance in payment of membership fees or unexcused absence in the General Meeting for two years.

§ 25

Resolution of the Board on admittance membership or exclusion from the Association can be appealed to the General Meeting. The resolution of the General Meeting is final.

Chapter IV
Organizational structure and Association's authorities

§ 26

The Association authorities are:

- 1) The General Meeting of the Association's Members, further called „the General Meeting”;
- 2) The Association's Management Board, further called “the Board”;
- 3) The Internal Audit Committee, further called “the Audit Committee”.

§ 27

- 1) The Association's authorities shall be elected in a secret ballot. Presence of at least half of the members entitled to vote is required, with reservation of article 2.
- 2) When the quorum is not reached, The Board summon next General Meeting within 20 days since the first General Meeting has been called. Resolutions are then passed by the majority of the present members. It does not concern resolutions recalled in § 47 and § 48.
- 3) The above principle refers to all resolutions of the General Meeting.

§ 28

The tenure of the authorities lasts for two years.

§ 29

Members of the Association's authorities holds their office voluntarily and shall not be paid for their work.

§ 30

In case of diminution of the authorities' composition, the vacated office may be refilled by cooption. This procedure is admissible for no more than half of the authority composition.

The Board

§ 31

The Board is authorized to carry out all acts of management and administration in the name of the Association. The Board is entitled to:

- 1) carry out the General Meeting's resolutions and run the Association's activities, due to statutory objectives;
- 2) pass the Association's activity plans and budget estimates;
- 3) administer of Association's property;
- 4) establish the salaries regulations,
- 5) decide upon the purchase and sell of the Association's property (real property and movables);
- 6) decide upon taking on obligations;
- 7) summon the General Meeting;
- 8) pass the resolution of admittance and exclusion of ordinary and supporting members;
- 9) settle members' disputes concerning Association issues;
- 10) submit reports of its activities on the General Meeting;
- 11) pass regulations provided by the statute;
- 12) exempt from payment of membership fees in special cases;
- 13) act on behalf of the Association and represent it in external relations.

§ 32

The Board shall consist of no less than three and no more than five members, including the President. On the first session, the Board shall choose from its members the Secretary and the Treasurer. It may also choose the Vice President.

The General Meeting

§ 33

The General Meeting is the supreme power of the Association. In the General Meeting may take part:

- 1) with full voting power – the ordinary members;
- 2) with consultative vote – supporting and honorary members and invited guests.

§ 34

The General Meeting may take form of regular or extraordinary meeting.

§ 35

- 1) The regular General Meeting is summoned annually by the Board.
- 2) Members shall be informed of the meeting in writing or in other effective way at least 14 days prior to the date of the meeting. The notice shall contain the agenda and indicate the date and place of the meeting.

§ 36

- 1) The extraordinary General Meeting may be summoned at any time.
- 2) General Meeting shall be convoked by the Board on its own initiative, on request of the Audit Committee or on a written motion of at least 1/3 of the ordinary members.

§ 37

General Meeting's resolutions are passed with the simple majority in an open voting. The quorum of at least half of the ordinary members is required (with reservation of § 27 art. 2 and with the exception of cases stipulated in § 48 and § 49).

§ 38

The Chairman of the General Meeting is chosen at every meeting in an open voting by an absolute majority of the present members. The Chairmen cannot be a member of the Board or the Audit Committee.

§ 39

In case of equality of votes, the Chairman of the General Meeting shall be entitled to a casting vote.

§ 40

The General Meeting exercise its powers through:

- 1) establishing the Association's policy and activity plans;
- 2) enacting the statute and its amendments;
- 3) accepting Board's and Audit Committee regulations;
- 4) appointing and recalling the President of the Board and the President of the Audit Committee;
- 5) deciding on acceptance of the Board's report;
- 6) establishing the amount of the membership fees;
- 7) passing the resolution upon dissolution of the Association and appropriation of its funds;
- 8) considering appeals from the Board's resolutions;
- 9) admitting the honorary membership;
- 10) assessing the activities undertaken by the Board and the Audit Committee.

The Audit Committee

§ 41

The Audit Committee shall exercise control over the Association's activities.

§ 42

The Audit Committee consist of three Association's members, who elect from themselves the President of the Committee. Members of the Committee cannot simultaneously carry out any functions in the Board.

§ 43

The scope of activities of the Audit Committee include:

- 1) at least annual overall control of the Association's activities;
- 2) proposing to the Board motions concerning control and demands for explanations;
- 3) right to request for summoning the extraordinary General Meeting in case when the Board had not fulfilled its statutory duties; right to request the Board to call its session;
- 4) convoking the General Meeting in case, when the Board failed to summon the meeting in the final date set by the statute;
- 5) putting forward motions of accepting or rejecting the report of the Board;
- 6) submission of reports of its activity on the General Meeting.

Chapter V

The property and funds

§ 44

The property of the Association consists of:

- 1) membership fees;
- 2) donations, inheritances and legacies, private endowments, collections and public events;
- 3) income from the statutory activities, business activities, assets and capital (interests, deposits, shares);
- 4) income from the Association's own property or possessions (real property and movables);
- 5) subsidies, subventions, contracts, public funds, grants, subcontracted services;
- 6) income from the business activities taken under separate regulations.

§ 45

Membership fees shall be paid by the end of the first quarter of each year. Newly accepted members pay membership fees according to the rules established by the General Meeting. Those members shall pay membership fees within four weeks since they received notice of admittance.

§ 46

Declarations of will made on behalf of the Association require combined operation of two members of the Board. It applies to all types of issues, including financial matters, contracts and authorizing proxies.

Chapter VI

Final provisions

§ 47

Enactment of statute or its amendments by the General Meeting requires presence of at least half of the members entitled with voting power and majority of 2/3 votes cast.

§ 48

The Association may be dissolved by a resolution of General Meeting passed with 2/3 majority of votes in the presence of not less than two thirds of members eligible to vote.

§ 49

Together with passing the resolution on dissolution of the Association, the General Meeting defines procedure of liquidation and transfer of the Association's assets.

§ 50

On issues not regulated by the present statute, provisions of the Associations Act of 7 April 1989 (Journal of Laws, year 1989, No. 20, item 104 with later amendments) are valid.