

# STATUTES OF ASSOCIATION PRO MEMORIAM PROFESSOR ZBIGNIEW HOŁDA

## Section I General provisions

### §1.

[Name, registered office, area of activity]

1. The Association's name is 'Association pro memoriam prof. Zbigniew Hołda' (*Stowarzyszenie im. prof. Zbigniewa Hołdy*) ('**Association**'). In international relations, the Association uses the name 'Association pro memoriam prof. Zbigniew Hołda' or 'Hołda Association'.
2. The Association is a non-profit organization, operating on the basis of the Law on Associations of 7 April 1989 ('**Law on Associations**').
3. The Association's registered office is in Warsaw.
4. The Association conducts its activities within the Republic of Poland and abroad. The Association's activities will primarily be focused in Cracow, Lublin and Warsaw.
5. The Association may be a member of national and international organizations with similar objects and means of pursuing them and may cooperate with them.

### §2.

[Basis of activity]

1. The Association's activities are based on the non-profit work of its members.
2. In order to pursue its statutory objectives, the Association may conduct educational activity and may hire employees.

## Section II Objectives and means of operation

### §3.

[Objectives]

The Association's objectives are as follows:

1. to promote Professor Zbigniew Hołda's academic and professional achievements, with particular emphasis on the development and consolidation of Professor Zbigniew Hołda's legacy in the cities to which he was particularly attached, namely Cracow, Lublin and Warsaw;
2. to promote respect for the rule of law and the protection of human rights, with particular emphasis on:
  - a. the rights of inmates and other persons deprived of liberty;
  - b. the right to court and procedural guarantees for suspects, accused and convicted persons;
  - c. the right of defence in criminal proceedings and disciplinary proceedings;
  - d. freedom of speech and freedom of artistic creativity;
  - e. the rule of equality before the law and the prohibition of discrimination;

3. to contribute to the promotion of a rational criminal and penitentiary policy, including rehabilitation activities;
4. to promote work in the public interest (*pro publico bono*), with particular emphasis on the provision of free legal advice by professional lawyers to persons in need;
5. to promote social work and behaviour serving as an example of uncompromisingness, civil courageousness and open-mindedness with respect to social problems and ways of solving them;
6. to improve and enhance the legal culture of social life by taking up and supporting social and civic initiatives dedicated to that objective;
7. to contribute to the increase in knowledge about the rule of law and the protection of human rights, particularly among persons connected with the media;
8. to pursue the aim of integrating legal professions to promote a common debate inspired by the feeling of public interest in reformative activities regarding the judicial system;
9. to improve the legal knowledge and professional qualifications of the Association's members;
10. to improve the level of legal education in the academic and professional environment.

#### §4.

##### [Means]

The Association pursues its objectives through the following means:

1. the organization of meetings, conferences, discussion panels, workshops and, in particular, meetings of people from the legal, penitentiary and journalistic milieu;
2. research and educational projects;
3. publications;
4. taking up initiatives to improve the functioning of legal institutions, including the preparation of reports evaluating their activity, as well as the adopted legal and practical solutions;
5. speaking up on public matters regarding the problems from the Association's objectives;
6. intervention in particular cases of particular significance to the rule of law and human rights, with particular emphasis on the threats to practicing the profession of attorney-at-law and legal counsel;
7. cooperation with the governing bodies of structures of associations of lawyers, academic establishments and institutions responsible for educating judges, prosecutors, attorneys-at-law, legal counsels, notaries public and other legal professionals;
8. building relations with national and international non-governmental organizations, the objectives of which are consistent with the Association's objectives;
9. interaction with the legislative and the executive powers during the legislative procedure, to the extent that is related to the Association's objectives;
10. awarding pro memoriam prof. Zbigniew Holda Awards to honour persons or institutions contributing to the pursuit of the Association's objectives;
11. in exceptional situations, supporting people who need free legal advice.

### **Section III**

#### **Members, their rights and duties**

§5.

[Types of members]

1. The Association is made up of:
  - a) Ordinary Members;
  - b) Honorary Members;
  - c) Supporting Members;("Members").
2. An Ordinary Member may be a natural person: a Polish citizen or a foreigner domiciled within or outside the Republic of Poland, satisfying the statutory requirements referred to in Article 3 of the Law on Associations.
3. An Honorary Member may be a person satisfying the conditions referred to in §5, clause 2, who has made an outstanding contribution to the activities and development of the Association or the rule of law and respect for human rights.
4. A Supporting Member may be a person satisfying the conditions referred to in §5, clause 2 or a legal person.

§6.

[Receipt of membership]

1. Ordinary membership may be obtained by:
  - a) the candidate filing a written application for membership as an Ordinary Member on the form adopted by the Management Board;
  - b) the presentation of a favourable opinion of 2 (two) Members in writing;
  - c) the acceptance of the candidate by way of a resolution of the General Assembly.
2. Honorary membership may be obtained by the candidate's acceptance of the proposal of membership submitted by the Association by way of a resolution of the General Assembly. The candidate submits his acceptance by filing a written application for membership as an Honorary Member on the form adopted by the Management Board.
3. Supporting membership may be acquired by:
  - a) the candidate filing a written application for membership as a Supporting Member on the form adopted by the Management Board;
  - b) the presentation of a favourable opinion of 2 (two) Members in writing;
  - c) the acceptance of the candidate by way of a resolution of the General Assembly.

§7.

[The Rights of the Members]

1. An Ordinary Member has the right to:
  - a) participate in the General Assembly and to vote at the General Assembly;
  - b) vote for members of and be elected to the Management Board and the Audit Committee;
  - c) benefit from the achievements, property and all forms of the Association's activities;
  - d) file motions and postulates with regard to the Association's activities and to require the Management Board or the Audit Committee to provide explanations or answers to any questions posed.
2. An Honorary Member has the right to:
  - a) participate in the General Assembly and to vote at the General Assembly;
  - b) vote for members of the Management Board and the Audit Committee;

- c) benefit from the achievements, property and all forms of the Association's activities;
  - d) file motions and postulates with regard to the Association's activities and to require the Management Board or the Audit Committee to provide explanations or answers to any questions posed.
3. A Supporting Member has the right to:
- a) participate in the General Assembly;
  - b) file motions and postulates with regard to the Association's activities and to require the Management Board or the Audit Committee to provide explanations or answers to any questions posed.

#### §8.

##### [Duties of the Members]

1. An Ordinary Member is required to:
  - a) actively participate in the Association's activities and pursue its objectives;
  - b) comply with the provisions of the Statutes;
  - c) work for the good and the development of the Association;
  - d) pay the membership fee.
2. An Ordinary Member is required to:
  - a) comply with the provisions of the Statutes;
  - b) work for the good and the development of the Association.
3. A Supporting Member is required to:
  - a) comply with the provisions of the Statutes;
  - b) work for the good and the development of the Association;
  - c) pay the membership fee.

#### §9.

##### [Loss of membership]

1. Membership will be lost as a result and at the time of:
  - a) the submission of a written resignation to the Management Board;
  - b) the death of the Member or loss of the Supporting Member's legal personality;
  - c) the loss of the statutory premises referred to in Article 3 of the Law on Associations;
  - d) the deprivation of membership by a resolution of the General Assembly passed on the motion of at least 5 (five) Members or the Management Board because of:
    - persistent non-compliance with the provisions of the Statutes;
    - taking action which is grossly in conflict with the good or the objectives of the Association;
    - the habitual failure to participate in the Association's activities (applies to Ordinary Members);
    - the failure to pay the membership fees for 6 (six) months despite receiving an additional month in the payment demand regarding the arrears (does not apply to Honorary Members).
2. Before passing the resolution referred to in §9, clause 1, item d), the Member should be allowed to give his explanations.

### **Section IV**

#### **The Association's Authorities**

§10.

[Authorities]

1. The Association's Authorities (**'Authorities'**) are:
  - a) the general assembly of Members of the Association (**'General Assembly'**);
  - b) the Association's management board (**'Management Board'**);
  - c) the audit committee (**'Audit Committee'**).
2. The Authorities make their decisions collectively, in the form of resolutions. All Members eligible to vote are entitled to 1 (one) vote.
3. A post may not be held simultaneously in the Management Board and the Audit Committee.

**General Assembly**

§11.

[Membership]

The highest Authority is the General Assembly, which is made up of the Members.

§12.

[Responsibilities]

The General Assembly is responsible for passing resolutions on:

1. the establishment of the general directions of the Association's activities;
2. the election of the members of the Management Board;
3. the election of the members of the Audit Committee;
4. the dismissal of the members of the Management Board;
5. the dismissal of the members of the Audit Committee;
6. the annual approval of the Management Report on the fulfilment of the activity plan and budget and the award of a vote of approval to the Management Board;
7. the annual approval of the Audit Committee's report on its activities and the award of a vote of approval to the Audit Committee;
8. the acceptance of a candidate to be an Ordinary Member or a Supporting Member;
9. the submission of a proposal of membership to a candidate for honorary membership;
10. the deprivation of membership;
11. the establishment of the level of the membership fee and its possible differentiation for Ordinary Members and Supporting Members;
12. the adoption of amendments to the Statutes;
13. giving consent to the Management Board's activities specified in §19, clause 4;
14. the annual approval of the financial statements;
15. the dissolution of the Association and allocation of its assets;

§13.

[Types, venues]

1. General Assemblies may be annual or extraordinary.
2. Annual General Assemblies are held every year by 30 June. The subject matter of the Annual General Assembly is the passage of the resolutions:
  - a) referred to in §12, items 6, 7 and 14, while

- b) every 4 (four) years, also the election of the members of the Management Board and the Audit Committee, as well as
  - c) other resolutions required by the respective unconditionally applicable provisions of the law or
  - d) in other cases provided for in the agenda.
3. An Extraordinary General Assembly is held whenever such a need arises. The subject matter of the Extraordinary General Assembly is to pass resolutions in the cases provided for in the agenda.
  4. The failure to grant a vote of approval to the Management Board means the automatic dismissal of all members of the Management Board. In such a case, new members of the Management Board will be elected at the same General Assembly.
  5. The provision of §13, clause 4 shall also apply to the Audit Committee.
  6. The General Assembly shall be held within the Republic of Poland.

§14.

[Convening entity]

1. Annual General Assemblies are called by the Management Board.
2. Extraordinary General Assemblies are called by the Management Board on its own initiative or at the request of at least 1/3 (one third) of the total number of Members.
3. If the Management Board fails to call an Annual General Assembly before 15 May, the Annual General Assembly shall be called by the Audit Committee by 30 May. If the Audit Committee fails to call an Annual General Assembly by 30 May, every Member will be entitled to call an Annual General Assembly.
4. Extraordinary General Assemblies are called by the Management Board no longer than 2 (two) months from the date of the request being submitted. If the Management Board fails to call an Extraordinary General Assembly within this deadline, the Audit Committee or any of the requesting members are entitled to call the Extraordinary General Assembly.

§15.

[Method of convening]

1. The entity calling the General Assembly shall notify the Members by e-mail of the timing (date and time), the venue (the exact address) and agenda of the General Assembly – at least 3 (three) weeks before its date.
2. The notice shall also be posted on the Association's website.

§16.

[Validity and method of passing resolutions]

1. A General Assembly is valid if all Members are properly informed that it has been called.
2. Resolutions are passed with a simple majority of votes (more votes 'for' than 'against'), with the exception of resolutions on:
  - a) the amendment of the Statutes;
  - b) the deprivation of membership;
  - c) the dissolution of the Association;

which shall be passed with a two-thirds majority of votes, whereby the amendment of the Statutes and the dissolution of the Association require the presence at the General Assembly of at least (half) the Members entitled to vote.

3. Voting is open, with the exception of voting on the election or dismissal of the members of the Management Board and the Audit Committee.

### **Management Board**

#### §17.

##### [Membership, supplementation]

1. The Management Board consists of 5 (five) to 9 (nine) members elected by the General Assembly for a common 4-year term of office. Only an Ordinary Member may be a member of the Management Board.
2. At the 1st (first) meeting, which shall be held within 14 (fourteen) days of the date of election, the Management Board shall elect the president of the Management Board (**‘President’**) and the treasurer from among its members. If a vacancy arises in the post of President, the post of President shall be held by the oldest member of the Management Board until the end of the term of office.
3. If, during the term of office, the number of members of the Management Board drops below 5 (five), the Audit Committee shall call an Extraordinary General Assembly within no longer than 15 (fifteen) days to hold supplementary elections.

#### §18.

##### [Responsibilities]

1. The Management Board is responsible for the Association’s affairs; it is appointed to manage the Association’s activities and implement the resolutions of the General Assembly. The Management Board:
  - a) performs the decisions of the General Assembly;
  - b) adopts the annual plan of activities and the budget and prepares a report on their fulfilment, which it presents to the General Assembly;
  - c) prepares financial statements for the prior year – within 3 (three) months of the end of each calendar year;
  - d) keeps a register of Members;
  - e) manages the Association’s assets;
  - f) calls General Assemblies;
  - g) submits motions to the General Assembly to dismiss a Member;
  - h) nominates members of the Jury;
  - i) prepares templates of declarations/applications of members.
2. Every member of the Management Board has the right and obligation to manage the Association’s affairs.
3. Every member of the Management Board may handle the affairs of the Association without a prior resolution of the Management Board if they do not exceed the scope of normal activities, unless at least one of the remaining members of the Management Board objects to this before such a matter is handled.

§19.

[Representation]

1. The Management Board represents the Association in relations with third parties.
2. The President or 2 (two) members of the management board acting jointly are entitled to make declarations of intent on behalf of the Association (represent the Association) and, in particular, to enter into financial commitments.
3. In agreements between the members of the Management Board and the Association, as well as in court disputes between a member of the Management Board and the Association, the Association is represented by 2 (two) the members of the Audit Committee jointly.
4. The acquisition, disposal or encumbrance of real property or the right of perpetual usufruct or limited rights *in rem* requires a resolution of the General Assembly for validity.

§20.

[Passing resolutions]

1. Resolutions of the Management Board are passed at or outside meetings.
2. Resolutions are passed with a simple majority of votes (more votes 'for' than 'against'). In the event of an equal number of votes, the vote of the President shall be decisive.

§21.

[Meetings]

1. The Management Board holds meetings no less frequently than once every 3 (three) months. The President shall notify all members of the Management Board by e-mail of the timing (date and time), the venue (the exact address) and the agenda of the meeting – at least 5 (five) days before it is to be held.
2. Meetings of the Management Board may be attended – in an advisory capacity – by invited persons, such as, for instance, the Chairperson of the Jury of the Professor Zbigniew Hołda Award or Professor Zbigniew Hołda's family members.
3. The members of the Audit Committee are entitled to participate in the meetings of the Management Board in an advisory capacity.
4. In the absence of the President, the oldest member of the Management Board chairs the meeting.
5. The meeting is valid if all members of the Management Board have been properly notified of it.

§22.

[Resolutions outside meetings]

1. Resolutions of the Management Board may be passed outside meetings through:
  - a) conference calls;
  - b) collecting votes by correspondence using e-mail.
2. For validity, resolutions passed outside meetings require:
  - a) in the case of conference calls – the notification of the timing (date and time), the method of communication (e.g. dial-up number or Skype) and a provisional agenda for the conference call by the initiator sent by e-mail to all members of the Management Board – at least 2 (two) days before it is to be held.

- b) in the case of collecting votes by correspondence using e-mail, the simultaneous distribution of the resolution to all members of the Management Board and the receipt of the votes of at least 1/2 (half) the members of the Management Board by the initiator within 7 days of the date of distribution of the resolution.
3. The Management Board adopts the rules for documenting votes outside meetings.

### **Audit Committee**

#### §23.

##### [Membership, supplementation]

1. The Audit Committee consists of 3 (three) members elected by the General Assembly for a common four-year term of office. Only an Ordinary Member may be a member of the Audit Committee.
2. At the 1st (first) meeting, which shall be held within 14 (fourteen) days of the date of election, the Audit Committee shall elect the chairperson of the Audit Committee (**‘Chairperson’**). If a vacancy arises in the position of Chairperson, the position of Chairperson shall be held by the oldest member of the Audit Committee until the end of the term of office.
3. If, during the term of office, the number of members of the Audit Committee drops below 3 (three), the Management Board shall call an Extraordinary General Assembly within no longer than 15 (fifteen) days to hold supplementary elections.

#### §24.

##### [Responsibilities]

1. The Audit Committee is the Association’s internal control authority.
2. The Audit Committee has the power to:
  - a) monitor the activities of the Management Board;
  - b) request information and explanations from the Management Board or its members, and examine all the Association’s documents;
  - c) approach the Management Board with motions arising from the audit findings and require them to fix the shortcomings;
  - d) request the Management Board to call an Extraordinary General Assembly;
3. The Audit Committee is required to:
  - a) conduct an audit of the whole of the Association’s statutory business at least once a year;
  - b) submit an annual report on the Audit Committee’s activities to the General Assembly;
  - c) file a motion with the General Assembly to grant a vote of approval to the Management Board;
  - d) audit the fulfilment of the budget by the Management Board;
  - e) examine the Management Board’s implementation of the audit recommendations.
4. Each member of the Audit Committee may exercise the audit rights individually.

#### §25

##### [Passing resolutions]

1. Resolutions of the Audit Committee are passed at meetings.

2. Resolutions are passed with a simple majority of votes (more votes ‘for’ than ‘against’).
3. The Audit Committee holds meetings no less frequently than once every 6 (six) months. The Chairperson shall notify all members of the Audit Committee by e-mail of the timing (date and time), the venue (the exact address) and the agenda of the meeting – at least 5 (five) days before it is to be held.
4. In the absence of the Chairperson, the oldest member of the Audit Committee chairs the meeting.
5. The meeting is valid if all members of the Audit Committee have been properly notified of it.

## **Section V**

### **Jury of the Professor Zbigniew Hołda Award**

#### §26

##### [Status of the Jury]

1. The Jury of the Professor Zbigniew Hołda Award (**‘Jury’**) is a standing advisory body of the Association.
2. The Jury operates within the limits of the Association’s objectives.

#### §27

##### [Membership]

1. The Jury, numbering from 12 to 25 (twelve to twenty-five) people, consists of people specified by the Association’s Management Board.
2. A person who is not a member of the Association may be a member of the Jury.

#### §28.

##### [Responsibilities]

The Jury’s responsibilities include, in particular:

1. approving the Rules for granting the Professor Zbigniew Hołda Awards;
2. specifying the categories in which the Professor Zbigniew Hołda Awards will be granted;
3. appointing working parties operating within the Jury, which will recommend the award of Professor Zbigniew Hołda’s Awards within the individual categories;
4. awarding the Professor Zbigniew Hołda Awards.

#### §29.

##### [Miscellaneous]

1. The Jury shall elect a Chairperson from among its members at the first meeting.
2. The Jury holds its meetings at least once a year. In the absence of the Chairperson, the oldest member of the Jury chairs the meeting.
3. The work of the Jury between meetings, which is necessary for fulfilling its resolutions, is managed by its Chairperson.

## **Section VI**

### **Assets and the costs of the Association’s activities**

§30

1. The Association's assets consist of:
  - a) membership subscriptions;
  - b) grants, donations, subsidies and legacies;
  - c) acquired cash, chattels and real property, as well as other property rights.
2. The Association's assets may only be assigned to the pursuit of its statutory objectives.
3. Any cash may only be kept on the Association's bank account.
4. The Association conducts its financial management in accordance with the applicable regulations.

**Section VII**  
**Dissolution of the Association**

§31.

If the General Assembly of Members passes a resolution to dissolve the Association, it shall also make a decision on the allocation of the Association's assets and shall appoint a liquidation committee.

**Section VIII**  
**Final provisions**

§32.

[Notices]

1. Declarations, notifications, demands and other information by the Association to a Member may be served:
  - a) in the traditional manner – personally or via Polish Post or another postal operator or
  - b) electronically by sending it from the e-mail address: stowarzyszenie@stowarzyszenieholda.pl to the e-mail address specified in the membership application, unless the Member has updated his data – in such a case, to the Member's updated e-mail address.
2. Declarations, notifications, demands and other information by a Member to the Association may be served:
  - a) in the traditional manner – personally or via Polish Post or another postal operator or
  - b) electronically – by sending it from Member's e-mail address to the e-mail address: stowarzyszenie@stowarzyszenieholda.pl.
3. If the Statutes or the unconditionally binding provisions of the law require the written form for declarations, notifications, demands or other information, service shall take place by sending a scan of the signed letter electronically. At the recipient's request – submitted no later than 7 (seven) days from the date of receipt of the e-mail – such a notification, demand or other information must be served in the traditional manner in order to be effective.
4. Declarations, notifications, demands and other information may be submitted to the Association and letters may be served to the Association to one member of the Management Board.

§33.

[Storage of documentation]

The Association's documentation – both in tradition form (hard copy) and electronic – shall be kept at the Association's registered address.