

STATUTES OF THE ASSOCIATION

General Provisions

§ 1.

1. The Association's name shall be: **Międzynarodowe Stowarzyszenie Geoturystyki**, hereinafter referred to as "the Association"
2. The name of the Association in English shall be: International Association for Geotourism (IAGt).

§ 2.

1. The Association is a voluntary, independent and durable union set up for non-gainful purposes, open to all persons accepting the rules contained herein.
2. The Association shall operate in accordance with the Act of 7 April 1989 "The Act on Associations" (unified text O.J. No 79 Item 85 of 2001 as amended).
3. The Association has a legal personality.

§ 3.

1. The Association shall be seated in the city of Krakow.
2. The Association shall operate on the territory of the Republic of Poland and abroad.
3. The Association shall collaborate with domestic, foreign and international organisations and institutions of identical or similar profile and shall have the right to be a member of any such organisation, however preserving its autonomy.

§ 4.

The Association's activities shall be based on voluntary work of its members. However, the Association may choose to engage employees.

The Purpose and Forms of Operation

§ 5.

The purposes of the Association shall be:

1. to integrate the Earth and environment sciences, mining heritage and tourism;
2. to promote universal beauty of inanimate nature and mining heritage;
3. to promote scientific interdisciplinary research and complex preservation of inanimate nature and mining heritage;
4. to promote business activity in the field of geotourism;
5. to found scholarships for students and academics active in the area of nature protection and mining heritage protection.

§ 6.

1. The Association shall pursue its purposes via:
 - 1.1. collaborating with other organisations and institutions interested in Earth and natural environment sciences as well as in mining heritage and tourism;
 - 1.2. organising competitions for the best geoturistic objects and mining heritage objects in the world;
 - 1.3. presenting its views on public matters related to the purposes of the Association;
 - 1.4. supporting, also financially, non-governmental initiatives and organisations;
 - 1.5. organising conferences, symposia, training courses and workshops;
 - 1.6. maintaining data bases related in terms of content to the Association's stated purposes.
2. All income of the Association shall be allotted in full to the pursuit of the stated purposes and cannot be distributed among its members.
3. The Association may conduct business activity in accordance with the relevant legal provisions in force.

§ 7.

1. The membership in the Association is voluntary and open to all persons, regardless of their nationality, race, sex, religion or political views.

Members & Member's Rights and Obligations

§ 8.

The members of the Association fall into the following categories:

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

§ 9.

1. A member of the Association may be a natural and a legal person. A legal person shall engage in the activities of the Association via its representative.
2. A legal person may only act as a supporting member of the Association.

§ 10.

1. An ordinary member may be a natural person having full legal capacity and enjoying public rights, being a Polish citizen or a foreigner.

2. New members shall be admitted by the Board by way of a resolution adopted within two months of submission of the application for membership accompanied by the recommendations of two ordinary members.
3. In the event of refusal to admit a given person as a member, the person concerned shall have the right to appeal against such decision to the General Meeting via the Board within one month of service of the refusal. The General Meeting shall examine the appeal during the nearest session. The decision of the General Meeting is final.

§ 11.

1. An ordinary member shall have the right to:
 - 1.1 elect governing bodies of the society and be elected,
 - 1.2. participate in and have the carrying vote at the General Meeting;
 - 1.3. submit motions and proposals concerning the activities of the Association,
 - 1.4 participate in the activities, meetings and other undertakings of the Association, with the right to vote.
2. An ordinary member shall:
 - 2.1. abide by the statutes, internal regulations and resolutions of the Association's governing bodies,
 - 2.2 timely pay the membership fee for the Association,
 - 2.3. actively participate in the pursuit of the Association's stated purposes,
 - 2.4. protect the good reputation and property of the Association.

§ 12.

1. A supporting member of the Association may be a natural or a legal person accepting the Association's purposes, who declares a material or financial aid and has been approved by the Board on the basis of a written application for membership.
2. A supporting member shall have the right to participate (in an advisory capacity) in the activities of the Association, to submit motions and proposals to the Association's governing bodies, concerning the tasks carried out by the Association.
3. A supporting member shall act in accordance with the arrangements contained in the application for membership signed by them.

§ 13.

1. An honorary member of the Association may be a natural person who made significant contribution in the pursuit of the stated purposes of the Association.
2. The title of an honorary member is awarded by the General Members' Meeting upon a written motion of the Association's Board.

3. An honorary member shall not have the right to vote or to be elected; shall be exempt from the membership fee, however they may participate - in the advisory capacity - in the works of the governing bodies of the Association; apart from the above, they shall have the same rights and obligations as any ordinary member.

§ 14.

1. The membership in the Society shall cease:
 - 1.1 through resignation from being a member of the Association delivered in writing to the Board;
 - 1.2. upon death of the member or loss of a legal personality by a supporting member – through deletion from the list of members;
 - 1.3. upon adoption by the Board of the resolution to that effect, resulting from the failure to pay the membership fee for the period of one year – through deletion from the list of members;
 - 1.4. upon adoption by the Board of the resolution excluding the member concerned due to the failure to abide by the statutes, internal regulations and resolutions of the Association’s governing bodies or due to acting to the detriment of the Association.
2. A person excluded or deleted shall have the right to appeal against the decision to the General Meeting within 14 days of service of the written resolution to that effect. The General Meeting shall examine the appeal during the nearest session. The decision of the General Meeting is final.

The Governing Bodies of the Association

§ 15.

The governing bodies of the Association shall be:

1. The General Meeting,
2. The Board,
3. The Audit Commission.

§ 16.

1. Resolutions of the Association’s governing bodies shall be adopted by a simple majority vote in the presence of at least half of all members with voting power, unless the statutes provide otherwise.

2. In the absence of a quorum the Board shall adjourn the General Meeting to another time which shall be one hour later on the same day. In such case, the resolutions shall be adopted by a simple majority vote regardless of the number of members present.
3. The above rule shall apply to all resolutions passed by the General Meeting.

§ 17.

In the case of any vacancy in the Association's governing bodies during the term of office the governing bodies will be supplemented by way of cooptation by the body where the vacancy occurred, with the reservation that not more than 1/3 of the composition of such body may be appointed in this way. Otherwise, the Board shall summon the General Meeting in order to hold by-election.

The General Members' Meeting

§ 18.

1. The General Members' Meeting shall be the supreme governing body of the Association.
2. The General Members' Meeting may be either:
 - 2.1. ordinary, or
 - 2.2. extraordinary.
3. The Ordinary Meeting shall once a year convene the Board meeting for reporting purposes and every four years – for reporting and elections; the members shall be notified in writing of the time, date and venue of the meeting as well as of the proposed agenda at least 30 days in advance.
4. The Extraordinary Meeting shall be convened by the Board:
 - 4.1. at the Board's own initiative,
 - 4.2. upon request of the Audit Commission,
 - 4.3. upon written motion submitted by at least 1/3 of all ordinary members of the Association.
5. The Extraordinary Meeting shall be convened within 30 days of the submission of the relevant motion or request and shall discuss issues for which it has been convened.
6. The General Meeting shall be chaired by the Chairperson elected by the General Meeting by open ballot.
7. In the case of equal number of votes for and against, the Chairman of the General Meeting shall have the casting vote.

§ 19.

The General Meeting shall have the power to:

- 1.1. set the directions and design the operating programme for the Association;
- 1.2. adopt the statutes and amend the same;
- 1.3. appoint and dismiss the President of the Board, the Board and the Audit Commission by open ballot;
- 1.4. give vote of approval to the Board,
- 1.5. pass the resolution dissolving the Association and disposing of the property thereof;
- 1.6. examine appeals against the resolutions of the Board;
- 1.7. award the title of an honorary member of the Association,
- 1.8. evaluate the performance of the Board and Audit Commission;
- 1.9. determine the amount of the membership fee.

§ 20.

1. The Board shall be composed of 3 to 5 persons, including the President. During the first meeting, the Board, depending on the composition thereof, shall elect by open ballot a vice-president, secretary and treasurer from among themselves.
2. The Board's term of office shall be 4 years.
3. The meetings of the Board shall be convened as the need arises, however at least twice a year.
4. The meetings of the Board shall be convened by the President or Vice President.
5. The minutes of the meetings shall be drawn up during each and every meeting.

§ 21.

1. The tasks of the Board shall include:
 - 1.1. implementing of the resolutions of the General Meeting and general management and supervision over the activities of the Association in line with the stated purposes and resolutions of the General Meeting;
 - 1.2. adopting operating plans of the Association and of preliminary budget estimates;
 - 1.3. managing the Association's property;
 - 1.4. drawing up of internal regulations on salaries of the Association's employees;
 - 1.5. making decision on the purchase or sale of movable and immovable property; conducting business activity;
 - 1.6. making decisions on taking on commitments or obligations;
 - 1.7. convening the General Meeting;

- 1.8. passing resolutions on admitting and excluding ordinary and supporting members and concluding agreements with supporting members;
- 1.9. settling disputes between members concerning the activities of the Association;
- 1.10. submitting reports on their activities at the General Meeting;
- 1.11. passing internal regulations envisaged in the statutes;
- 1.12. in extraordinary circumstances – exempting from the payment of the membership fee;
- 1.13. representing the Association outside and acting on behalf of the same;
- 1.14. appointing and dissolving commissions and task teams;
- 1.15. making decisions as to which public gain activities are chargeable and which are free of charge;
- 1.16. making decisions on collaboration with domestic, foreign and international organisations and institutions of identical or similar profile and on joining any such organisation (however preserving its autonomy).

§ 22.

1. In order to fulfil its tasks the Board shall have the right to establish the Associations' Bureau and appoint the Head thereof.
2. The Head of the Bureau shall manage and supervise the operation of the Bureau subject to the internal regulations approved by the Board.

§ 23.

1. The Audit Commission shall be an internal control body appointed to supervise the activities of the Association.
2. The Audit Commission shall be composed of 3 members who elect the Chairman from among themselves by open ballot.
3. The Audit Commission's term of office shall be 3 years.

§ 24.

The tasks of the Audit Commission shall include:

- 1.1. auditing, at least once a year, of all operations and activities of the Association;
- 1.2. submitting motions to the Board consequent upon the audits performed and requesting explanations in this respect;
- 1.3. the right to request that the Extraordinary Meeting be convened when it has been discovered that the Board does not fulfil its official obligations and the right to request that the meeting of the Board be convened;
- 1.4. submitting reports on their activities at the General Meeting;

§ 25.

1. The members of the Audit Commission shall not be allowed to perform any other functions in the Association's governing bodies or to be employees of the Association.
2. The members of the Audit Commission shall have the right to participate in the meetings of the Board in the advisory capacity.
3. The Audit Commission shall have the right to demand from the members and governing bodies of the Association to give written or oral explanations concerning the issues falling within the scope of the audits performed.
4. The Audit Commission shall be independent of the Board and the members of the Commission:
 - 4.1. may not be members of the Board or remain in relation of consanguinity, affinity or professional subordination with them;
 - 4.2. may not be validly sentenced for committing an intentional fault;
 - 4.3. may not receive any reimbursement of reasonable costs or a remuneration exceeding the amount set out in art. 8 pt. 8 of the Act of 3 March 2000 on remuneration of persons managing certain legal entities (O.J. No 26, Item 306 of 2001 as amended) due to the function performed in the Audit Commission.

The Association's Property

§ 26.

1. The financial resources are obtained from:
 - membership fees;
 - gifts, subsidies, inheritance and bequests;
 - donations from individuals and public collections of money;
 - revenue from statutory activities of the Association;
 - income from the property of the Association and income on capital (interests, deposits);
 - revenue from chargeable public gain activities;
 - income from business activity.
2. The business activity of the Association shall be:
 - 2.1. publishing house's activities (PKD 22.1),
 - 2.2. tourism-related activities (PKD 63.30),
 - 2.3. research and development activities in the field of natural and technical sciences (PKD 73.10),

2.4. geological and exploration activities (PKD 74.20.B);

2.5. advertising (PKD 74.40).

3. It is forbidden:

- to grant loans or to use the Association's property to secure the liabilities or obligations with respect to the members, members of the governing bodies or employees as well as employees' spouses or persons related to the same by lineal consanguinity or affinity up to the second degree or related by adoption, custody or guardianship, hereinafter referred to as "relatives";
- to transfer the property of the Association to its members, members of the governing bodies or employees and their relatives otherwise than on arm's length terms, unless such transfer stems directly from the stated purposes of the organisation;
- to purchase, upon special terms, of goods and services from entities in which the members of the Associations, its governing bodies or employees and their relatives are involved.

§ 27.

Authorised to give declarations of will with respect to any matter, including the assumption of financial obligations, conclusion of agreements/contracts and granting powers of attorney on behalf of the Association shall be two members of the Board acting jointly, one of them being a President or a Vice-President.

§ 28.

1. Any amendment to the statutes to be effected by the General Meeting shall require two-thirds majority with the presence of at least half of all members with voting rights. The Board shall deliver the draft amendment to members together with the notification convening the General Meeting.
2. The adoption by the General Meeting of the resolution dissolving the Association shall require two-thirds majority with the presence of at least half of all members with voting rights.
3. When adopting the resolution dissolving the Association the General Meeting shall appoint a Liquidation Commission or a liquidator who shall conduct the liquidation procedure. The General Meeting shall indicate a foundation or an association having similar stated purposes to which the property of the Association shall be transferred upon the fulfilment of all its obligations.