

STATUTES

of the Villa Decius Association

adopted on 31 August 2018 by the Extraordinary General Meeting of Members

Preamble

From the time when the initiator of the Villa, Justus Decius of Alsace, secretary of King Sigismund the Old, visited Erasmus of Rotterdam and discussed the Polish currency with Copernicus, to the time when Princess Marcelina Czartoryska, a pupil of Chopin, passed on his advice to those she entertained in the Villa, Villa Decius has been open to the most important representatives of its time, welcoming many people to meetings in its beautiful surroundings for better acquaintance, understanding and cooperation.

All legal and natural persons, all those thanks to whom Villa Decius, badly damaged and neglected, was brought back to life after six years of restoration work carried out and financed mainly by the City of Krakow, and can once again serve the development of culture, have decided to refer to this tradition in the new conditions. To this end, the Villa Decius Association was founded in 1995.

Here are the most important facts that led to its establishment. On 30 May 1991, during the CSCE Symposium on Cultural Heritage in Krakow, Karl Dedecius presented the idea of establishing an institution for scholars, artists and translators in the Villa Decius. This idea was developed and implemented under the auspices of the Municipality of Krakow and the International Cultural Centre. Subsequent resolutions concerning the Villa, the legal owner of which is the City of Krakow, emphasised the cultural and scientific functions of the Villa: 12 June 1992 (City Council), 14 June 1993 (City Council), 27 June 1993 (International Committee of the European Academy), as well as the agreement concluded on 30 June 1992 between the Minister of Culture and the Arts of the Republic of Poland and the Mayor of the City of Krakow.

The Association intends to cooperate with institutions in Poland and abroad that are committed to the development of the vital values of regional cultures and European integration. The core of the Villa Decius Association's activities is the concept of an international academy, a place of meeting and cooperation for people of science and culture.

Chapter I General Provisions

§ 1

The Villa Decius Association, hereinafter referred to as the "Association", is a voluntary, self-governing, permanent, non-profit association operating on the basis of the provisions of the Act of 7 April 1989 on Associations (Journal of Laws of 2001 No 79, item 855) and on the basis of these Statutes.

§ 2

The name of the Association is: "Villa Decius Association".

§ 3

1. The area of operation of the Association is the Republic of Poland.
2. For the proper realisation of its statutory aims, the Association may conduct its activities outside the Republic of Poland in accordance with the applicable legal order.

§ 4

The registered office of the Association is Krakow.

§ 5

The Association has legal personality and acts through the bodies mentioned in these Statutes.

§ 6

The Association is established for an indefinite period.

§ 7

The Association bases its activities on the voluntary work of its members. It may employ staff to manage its affairs.

§ 8

Services equivalent to work, to the extent and in accordance with the principles set out in separate regulations, may be performed for the Association by volunteers.

§ 9

The Association may be a member of national and international organisations with a similar purpose.

§ 10

The mark of the Association is a legally protected mark, the design of which is appended to the Statutes.

§ 11

The Association uses a longitudinal seal with the inscription "Villa Decius Association".

Chapter II

Objectives, means of operation and addressees

§ 12

The objectives of the Association:

- a) developing and promoting artistic and literary creation,
- b) international cultural and intellectual cooperation,
- c) the preservation of traditions and the development of national, civic and cultural awareness,
- d) the establishment and conduct of advanced studies, scholarship programmes and summer schools,
- e) carrying out activities to promote the development and integration of local communities and groups, including groups at risk of social exclusion,
- f) carrying out cultural and environmental education in support of sustainable development,
- g) supporting and promoting scientific and research work,
- h) carrying out activities in favour of European integration and the development of contacts and cooperation between societies,
- i) protection and making available the historic palace and park complex of Villa Decius,

- j) preserving, protecting, increasing and making available the Polish cultural and traditional heritage of Villa Decius,
- k) supporting the development of sightseeing and cultural tourism in the area of material and landscape heritage,
- l) carrying out activities for the promotion and protection of human freedoms and rights and civil liberties, as well as other activities supporting the development of democracy,
- m) activities in favour of national and ethnic minorities,
- n) promotion and organisation of voluntary work,
- o) activities for the integration of foreigners,
- p) activities in favour of culture, art, protection of cultural goods and national heritage,
- q) promotion of the Republic of Poland abroad,
- r) carrying out other cultural and social initiatives.

§ 13

1. The Association pursues the objectives stated in § 12 of these Statutes by organising:
 - a) conferences and seminars,
 - b) concerts and performances,
 - c) exhibitions,
 - d) workshops,
 - e) educational activities,
 - f) study visits and scholarships
 - g) tourist and sightseeing tours,
 - h) the issuing of publications relating to the statutory activities.

§ 14

1. The activities of the Association are of a cultural nature. In order to better achieve the statutory objectives, they may be carried out in various fields, but only to the extent specified in these Statutes. The activities defined in the Statutes are carried out by the Association for the benefit of the general public, including:
 - a) children and young people, including students,
 - b) pensioners and people of retirement age,
 - c) Polish community and Poles abroad,
 - d) foreigners in Poland,
 - e) national and ethnic minorities,
 - f) non-governmental organisations,and are the only statutory activities of the Association.
2. The activities mentioned in clause 1 shall be carried out free of charge or for a fee resulting from the calculation of the direct costs of these activities.
3. The Association may carry out unpaid activities in the field of:
 - a) 58.1 Publishing of books and periodicals and other publishing activities, excluding software,
 - b) 58.2 Software publishing activities,
 - c) 72.1 Research and experimental development on natural sciences and engineering,
 - d) 72.20.Z Research and development on social sciences and humanities,
 - e) 82.30.Z Activities incidental to the organisation of fairs, exhibitions and congresses,
 - f) 85.5 Non-school education forms,
 - g) 85.60.Z Educational support activities,
 - h) 90.04.Z Activities of cultural organisations,
 - i) 91.01 Library and archive activities,
 - j) 91.03.Z Activities of historical sites and buildings and other cultural heritage activities,
 - k) 91.04.Z Activities of botanical and zoological gardens and nature conservation areas and facilities,
 - l) 93.29.Z Other entertainment and recreational activities.
4. The association may carry out paid activities in the field of:
 - a) 85.5 Non-school education forms,
 - b) 85.59.B Other non-school education forms not elsewhere classified,
 - c) 85.60.Z Educational support activities,

- d) 90.04.Z Activities of cultural organisations,
- e) 91.03.Z Activities of historical sites and buildings and other cultural heritage activities,
- f) 91.04.Z Activities of botanical and zoological gardens and nature conservation areas and facilities.

Chapter III Members, their rights and obligations

§ 15.

1. Natural and legal persons may be members of the Association.
2. A legal person can only be a supporting member of the Association. A legal person shall act in the Association through its representative.
3. The General Meeting has the right to confer honorary titles on the Association.

§ 16.

The association brings together the following types of members:

- a) full members,
- b) supporting members.

§ 17.

1. A full member of the Association can be a natural person who:
 - a) is over 18 years of age,
 - b) is familiar with the Statutes and accepts their provisions,
 - c) has submitted a written application for membership
 - d) has been recommended by 2 full members of the Association,
 - e) has paid a single membership fee in an amount determined by the Board of the Association.
2. A supporting member can be a natural or legal person who declares in writing to support the activities of the Association in a form determined by the Board of the Association.
3. Foreigners may become members of the Association.

§ 18.

1. Membership of the Association (full or supporting) can be acquired by acceptance of the application in the form of a resolution adopted by the Board of the Association in an open vote by simple majority with at least half of the persons entitled to vote present. In the event of a tied vote, the President shall have the casting vote.
2. The date of the resolution shall be the date of acquisition of membership.
3. A decision of the Board refusing admission to the Association may be appealed to the General Meeting of Members, whose decision is final.

§ 19.

1. Membership shall cease as a result of:
 - a) voluntary resignation from membership of the Association, notified in writing to the Board, after all obligations towards the Association have been settled,
 - b) death of a member or loss of legal personality by a supporting member,
 - c) deletion from the list of members due to activities contrary to the Statutes and resolutions of the Association's authorities,
 - d) deprivation of public rights.
2. The cessation of membership shall be stated by the Board in the form of a resolution, with the exception of a situation where the cessation of membership is due to the death of a member.
3. A removed person has the right to appeal to the General Meeting of Members. The resolution of the General Meeting of Members is final.

§ 20.

1. The Association maintains a register of members according to the model determined by the Board of the Association.
2. The Board of the Association determines the model declarations for full and supporting members.
3. Documentation related to the acquisition and termination of membership is attached to the register.

§ 21.

The Association keeps a Book of persons who have been granted honorary titles. Domestic and foreign persons who have significantly contributed to the development and functioning of the Association are entered in the Book.

§ 22.

1. A full member has the right to:
 - a) participate in the General Meeting of Members,
 - b) elect and be elected to the authorities of the Association,
 - c) address questions, demands and requests to the authorities of the Association and demand answers to them,
 - d) participate in all forms of statutory activities of the Association, in particular, in symposia, conferences, scholarship programmes and other undertakings organised by the Association,
 - e) inspire new forms of realisation of the Association's statutory objectives,
 - f) hold only one elected function in the bodies of the Association.
2. A full member is obliged to:
 - a) observe the Statutes and resolutions of the Association's authorities,
 - b) conscientiously and diligently carry out the tasks voluntarily accepted by the member or entrusted to him/her by the Association and resulting from his/her functions in the Association,
 - c) safeguard the cultural values, prestige and good name of the Association,
 - d) take care of the property of the Association and contribute to its multiplication as a common good of the members.

§ 23.

1. A supporting member has the right to express his/her opinion on the activities of the Association.
2. A supporting member is obliged to support the activities of the Association in the form agreed with the Board of the Association.
3. A supporting member is not entitled to active or passive voting rights.

Chapter IV Authorities of the Association

§ 24.

1. The decision-making body of the Association is the General Meeting of Members.
2. The executive body is the Board of the Association.
3. The internal control body of the Association is the Audit Committee.

§ 25.

The term of office of the Board and the Audit Committee of the Association lasts simultaneously 3 years. The term of office of the members of the Board and the Audit Committee expires on the date of the General Meeting of Members which approves the financial statements for the last full financial year during which the member was a member of the Board and the Audit Committee.

§ 26.

Elections of the Board and the Audit Committee are held by secret ballot.

§ 27.

The Board and the Audit Committee are elected from among the full members of the Association.

§ 28.

Members of the previous Board who have not been granted a vote of approval may not stand for election to the Board and the Audit Committee in the next term of office.

§ 29.

1. Resolutions of the Board are passed by a simple majority of votes cast by at least half of the Board members. In the event of a tied vote, the President of the Board shall have the casting vote.
2. Resolutions of the Board may be adopted at Board meetings and by postal voting, including by e-mail.
3. A meeting of the Board may be convened by any Board Member. Resolutions of the Board may be adopted at Board meetings if all Board Members have been duly notified of the Board meeting.
4. A postal voting may be ordered by the President of the Board on his/her own initiative or at the request of another Board Member. Resolutions of the Board may be adopted by postal voting if all Board Members have been duly notified of the draft resolution.

§ 30.

1. Resolutions of the General Meeting are binding on the Board of the Association.
2. The General Meeting may suspend or cancel any resolution of the Board if it violates the law or the Statutes.

§ 31

1. If the composition of the Board or the Audit Committee becomes incomplete during the term of office, the Board and the Audit Committee have the right to complete their composition from among the full members of the Association.
2. If the composition of the Board or the Audit Committee becomes incomplete in more than half of the members of the Board or the Audit Committee, the remaining members shall convene an Extraordinary General Meeting of Members for the purpose of holding a by-election, no later than one month from the date on which the depletion was ascertained.

§ 32

An Extraordinary General Meeting of Members may be held.

§ 33

The General Meeting of Members is attended by:

- a) the full members with a casting vote,
- b) the supporting members in an advisory capacity.

§ 34

The powers of the General Meeting of Members include:

- a) adoption of the agenda and rules of procedure,
- b) adoption of the Statutes and their amendments,
- c) adoption of the strategic directions of the Association,
- d) consideration of motions and appeals submitted to the General Meeting,
- e) consideration and approval of the reports of the Board and the Audit Committee,
- f) adoption of resolutions on the vote of approval of the Board of the Association upon the request of the Audit Committee,
- g) election of members of the Management Board and the Audit Committee,
- h) adoption of resolutions on the dissolution (liquidation) of the Association and allocation of assets of the liquidated Association,
- i) adoption of resolutions on matters that go beyond the day-to-day administration.

§ 35

1. The Board of the Association shall convene an Ordinary General Meeting of Members once a year, after the end of the financial year, but not later than 30 June, the main purpose of which shall be to consider and approve the financial statements and the report on the activities of the Association for the previous year. The financial year shall run from 1 April to 31 March, with the first financial year under the new rules running from 1 January 2016 to 31 March 2017.

2. The Board shall notify the members of the Association in writing of the date, place and agenda of the General Meeting at least 14 days before the date of the General Meeting, enclosing with the notification the report on activities prepared for the General Meeting and other documents which are the subject of the General Meeting. The notification of the date, place and agenda of the General Meeting may also be sent to the member by e-mail if the member has previously agreed to this in writing, stating the address to which the notification is to be sent.

§ 36

1. The Board shall convene an Extraordinary General Meeting in particularly justified cases, on its own initiative or within one month of the date of a request or motion by:
 - a) the Audit Committee,
 - b) one third of the members of the Association.
2. The Extraordinary General Meeting shall only pass resolutions in matters for which it has been convened.

§ 37

The General Meeting may pass resolutions irrespective of the number of members of the Association participating in the meeting. Resolutions shall be passed by a simple majority of votes, except in the cases referred to in Article 51 clause 1.

§ 38

The minutes of the General Meeting shall be drawn up and signed by the President of the Meeting and the secretary.

§ 39

1. The Board carries out the statutory tasks of the Association and is responsible to the General Meeting.
2. The Board consists of 3-5 members.
3. At the first meeting of the Board, which should take place no later than 14 days after the election, the Board shall elect a President and a Treasurer from among its members.
4. The minutes of the Board meetings shall be drawn up and signed by the President of the Board or by two Members of the Board.
5. The Board shall meet at least twice a year. Meetings shall be convened by the President on his/her own initiative or by two Members of the Board acting jointly or at the request of the Audit Committee.
6. Participation in the work of the Board is honorary.
7. A person who has been lawfully convicted of an intentional indictable offence or a fiscal offence may not be a member of the Board of the Association.

§ 40

1. The activities of the Board shall include:
 - a) managing the activities of the Association between General Meetings of Members,
 - b) implementing the resolutions of the General Meeting of Members,
 - c) preparing and convening the General Meeting of Members,
 - d) implementing the post-inspection recommendations of the Audit Committee,
 - e) preparing annual programmes of activities of the Association within the framework of the General Meeting, strategic directions of the activities of the Association and annual material and financial plans,
 - f) preparing annual reports on the activities of the Board, including financial reports,
 - g) determining the organisational structure necessary for the Association to carry out its activities in the form of organisational regulations,
 - h) adoption of resolutions on the acquisition or termination of membership in the Association,
 - i) determining the amount of the single membership fee,
 - j) adoption of resolutions on which non-profit activities are paid and which are not,
 - k) engagement and dismissal of the Director and Deputy Director of the Association, the Administrative

Manager and the Chief Accountant of the Association,

- l) engagement and dismissal of the representative of the Board.
2. In the event that the Association carries out both paid and unpaid public benefit activities, the Board shall make an accounting separation of these forms of activity, in so far as it is possible to determine the income, costs and results, subject to the provisions on accounting. These provisions shall apply accordingly in the case of organisational separation of public benefit activities.
3. Decisions of the Board of the Association shall be made in the form of resolutions of the Board or, in the case of less important matters, in the form of appropriate entries in the minutes of the Board meeting.

§ 41

1. The Audit Committee is a statutory control body of the Association, appointed to control the activities of the Association and subordinate only to the General Meeting. Resolutions of the Audit Committee shall be passed by a simple majority of votes in the presence of at least half of the persons entitled to vote. In the event of a tied vote, the President shall have the casting vote.
2. The Audit Committee consists of 3 members.
3. Members of the Audit Committee may not be members of the Board, nor be related to them by marriage, cohabitation, relationship by blood or by marriage or official subordination. A person who has been lawfully convicted of an intentional indictable offence or a fiscal offence may not be a member of the Audit Committee.
4. The work of the Committee is directed by the President, who is elected from among its members.
5. The work of the Committee is documented in the form of minutes signed by the President of the Committee.
6. Participation in the work of the Audit Committee is honorary.

§ 42

1. The activities of the Audit Committee shall include:
 - a) supervision of all areas of the Association's activities, including the activities of the Board,
 - b) submitting proposals to the Board resulting from the audits carried out,
 - c) submitting proposals to the General Meeting for the approval or rejection of the vote of approval of individual members of the previous Board of the Association,
 - d) reporting to the General Meeting on its activities.
2. The Audit Committee shall have the right to:
 - a) request that an Extraordinary General Meeting of Members be convened if it finds that the Board is not fulfilling its statutory duties, and the right to convene a meeting of the Board. In this case, the Extraordinary General Meeting shall be convened no later than 30 days from the date of the request and the Board meeting no later than 14 days from the date of the request.
 - b) convene a General Meeting if the Board fails to do so within the period laid down in the Statutes,
 - c) demand all documents necessary for the purpose of the inspection and request oral or written explanations from the persons inspected.

§ 43

1. The Audit Committee shall, at least once a year, before the General Meeting is convened, check the correctness of the financial management and bookkeeping of the Association by examining the books and accounts, the turnover and balance of the cash register, the bank account, the inventory, as well as by checking the closing of the accounts.
2. The Audit Committee shall also carry out the auditing activities referred to in clause 1 at the request of one third of the members of the Association.

§ 44

1. The Audit Committee shall draw up a report on its auditing activities and shall report to the General Meeting on the results of the audits carried out, together with any conclusions.
2. The Audit Committee shall notify the Board of the Association of any deficiencies found during the audit and, in the event of a criminal offence being found, shall also notify the prosecuting authorities.

3. The Audit Committee may, at the Association's expense, appoint an auditor to audit the financial statements of the Association.

Chapter V Representation of the Association

§ 45

Declarations of intent on behalf of the Association, including declarations of intent in matters relating to the property and non-property obligations of the Association, shall be made by two members of the Board of the Association acting jointly.

Chapter VI Assets and income of the Association

§ 46

The assets of the Association shall be constituted and may be increased in particular from the following sources:

- a) membership fees and various forms of support declared and realised by supporting members,
- b) donations, legacies, inheritances and other gifts made to the Association by domestic and foreign persons,
- c) subsidies from the State budget and from the budgets of local government units,
- d) income from public collections,
- e) income from the Association's property,
- f) income from paid activities and business activities carried out in accordance with the legislation in force.

§ 47

1. The Association may engage in business activities only as ancillary to its public benefit activities.
2. The scope of the Association's business activities includes:
 - 46.9 non-specialised wholesale,
 - 47.6 retail sale of cultural and recreational goods in specialised stores,
 - 47.78 retail sale of other new goods in specialised stores
 - 55.1 hotels and similar accommodation
 58. publishing activity,
 59. activities related to the production of films, video recordings, television programmes, sound and music recordings,
 - 63.99.Z other information service activities not elsewhere classified,
 - 68.2 rental and management of own or leased real estate,
 - 70.10 activities of head offices and holdings, except financial holdings,
 - 70.2 management consultancy activities,
 73. advertising, market research and public opinion polling,
 74. other professional, scientific and technical activities,
 - 77.3 renting and leasing of other machinery and tangible goods,
 - 77.4 lease of intellectual property and similar products, excluding works protected by copyright,
 - 79.12.Z activities of tour organisers,
 - 79.90.A activities of tour operators and tourist guides,
 - 79.90.C other reservation service activities not elsewhere classified,
 - 82.3 activities incidental to the organisation of fairs, exhibitions and congresses,
 - 82.99.Z other business support activities not elsewhere classified,
 - 85.52.Z non-school forms of artistic education,
 - 85.59.B other non-school education forms not elsewhere classified,
 - 90.04.Z activities of cultural organisations,
 - 91.01.A activities of libraries,

- 91.01.B activities of archives,
91.02.Z activities of museums,
93.29.Z other entertainment and recreational activities.
3. The Association shall allocate the surplus of income over costs to public benefit activities.

§ 48

The Association is forbidden to:

- a) grant loans or provide security for liabilities with the Association's assets in relation to its members, members of its organs or employees, as well as to persons with whom the Association's members, members of its organs or employees are married or in cohabitation, or in a relationship by blood or by marriage in a direct line, in a relationship by blood or by marriage in a secondary line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "relatives",
- b) transfer the assets of the Association to its members, members of its bodies or employees, as well as their relatives, on principles other than in relation to third parties, in particular if the transfer is made free of charge or on preferential conditions,
- c) use the assets of the Association for the benefit of its members, members of its organs or employees and their relatives on principles other than in relation to third parties, unless this use results directly from the statutory objective,
- d) purchase goods or services from entities in which the Association's members, members of its bodies or employees and their relatives participate, on principles other than in relation to third parties or at prices higher than market prices.

§ 49

The Association shall manage its finances and accounts in accordance with current legislation.

§ 50

The assets and income of the Association shall be managed on the basis of an annual budget which shall balance the income and expenditure of the Association.

Chapter VII

Amendments to the Statutes and dissolution of the Association

§ 51

1. The adoption of the Statutes or their amendment and the decision to dissolve the Association by the General Meeting shall require 70% of the votes in favour, irrespective of the number of members entitled to vote present.
2. The adoption of the Statutes or their amendment and the decision to dissolve the Association may only take place if they are included in the agenda sent to the members of the Association in the notification of the meeting.
3. If the General Meeting passes a resolution to dissolve the Association, it shall determine the manner of liquidation and distribution of the assets of the Association.
4. In matters concerning the dissolution and liquidation of the Association that are not regulated in the Statutes, the provisions of Chapter 5 of the Law on Associations of 7 April 1989 shall apply accordingly.

I Alingua Sp. z o.o., certify that I am fluent (conversant) in the English and [Polish] languages, and that the above/attached document is an accurate translation of the document attached entitled [2018-09_Statut_Stowarzyszenia_Willa_Decjusza_1].

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13.09.2023

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APPENDIX 1

TO THE STATUTES OF THE VILLA DECIUS ASSOCIATION



 VILLA DECIUS