

STATUTE

Warsaw Tourism Organization

Chapter 1. General Decisions

§1.

1. Warsaw Tourism Organization further called 'Association', is a registered Association and has a legal entity.
2. Association can also use an English equivalent name "Warsaw Tourism Organization"

§2.

Association functions according to the act from the 7th April 1989r. – Association Law (Acts Journal from 2001 no 79, position 855), Act from 25th June 1999 about Polish Tourist Organization (Acts Journal no 62, position 62), Act from 24th of June 2003 about activities of public order and volunteering (Acts Journal no 96, position 873) and the further mentioned statute.

§3.

1. Association unites persons and legal institutions supporting Associations targets and interest in its activities.
2. The area of Associations activity is the territory of the Republic of Poland and abroad and its headquarters is the city of Warsaw.
3. Association can be a member of national or international organizations with a similar aim and targets.
4. The lifetime of the Association is unlimited.

§4.

1. Association can run an economic activity in the matter mentioned in the statute. The income from the economic activity of the Association is used directly for the purposes listed in the statute and can not be divided within its members.
2. While realizing aims of the Association it is based on social work of its members, for realizing its matters employees can be hired.

§5.

1. Association can use its seal, own a logo and badges according to the model accepted by General Members Assembly in accordance with the current rules.
2. The name and Association symbols are under legal protection.

Chapter 2 Aims and rules of conduct

§6.

The aim of Association is:

- 1) Development, popularization and promotion of tourism in Warsaw and its surroundings
- 2) Creation and universalization of the image of Warsaw as a place attractive for tourists nationally and internationally.
- 3) Integrations of the local authorities: territorial, economical, professional together with people, institutions and organizations interested in development of tourism in Warsaw and surroundings.
- 4) Growth of tourism importance in the Warsaw development
- 5) Creation and development of tourist products
- 6) Staff tutoring in the field of planning and realization common tourist establishments in Warsaw
- 7) Running tourist information in Warsaw about Warsaw
- 8) Development of a networking platform between those responsible for tourism economy with the local, regional and national authorities
- 9) Initiation and creation of social and economic activities for tourism.
- 10) Propagation and undertaking actions preserving natural and cultural habitat in Warsaw.
- 11) Development of municipal tourism including the handicapped.
- 12) Implementing tourism development strategy in Warsaw.

§7.

Association realizes its aims through:

- 1) Cooperation with governmental organization, with Polish Tourism Association, regional tourism organizations, local tourism organizations, NGOs working in the tourism sector with national and international institutions.
- 2) Appointing and running Association Office called further 'Office' aiming to run administration, organizing and using local development tourism programs.
- 3) Office can run Conference and Congress Office
- 4) Running tourist information and tourism information points
- 5) Running education activity, including consultancy, workshop organization, tutorials, trips and offering financial help for economic activity of institutions with a special consideration of institutions involved in the tourism area.
- 6) Running publishing activity together with informative – propaganda focused especially at tourist information (national and international)
- 7) Planning and undertaking promotional campaigns in the topic of tourism nationally and internationally

- 8) Organizing and co-organizing parties, competitions and other developments in the field of promotion and marketing, organization and co- organization expositions at national and international fairs.
- 9) Cooperation with all the possible media.
- 10) Running market research in the tourism field, data gathering and its analysis.
- 11) Organization of studio visits
- 12) Activations and participation of volunteers in all the activities of Association
- 13) Organization of actions, parties, local / national and international collections aiming for material gain used for activities listed in the statute, especially for the tourism of the handicapped and city tourism.
- 14) Running different activities supporting the statute aims of the Association.

§8.

For realization of statute aims Association can appoint other organizations within allowed structures.

Chapter 3

Members: their rights and duties

§9.

1. Association members are divided in 3 groups:
 - a) initiating
 - b) ordinary
 - c) honorary
2. Statute of the initiating member, as an initiator of the Association existence is appointed only as the city of Warsaw. City of Warsaw, therefore, has all the rights and duties of the ordinary Association member including the changes effecting through this statute.
3. Ordinary member can be a person or a legal entity after applying with a written statement willing to join the Association, except act 5.
4. Members of Association being legal entities act through their representatives
5. With the moment of Association registration, the founders become ordinary members, and the city of Warsaw becomes the initiating member of the Association
6. Ordinary member of the Association has the right to:
 - a) choosing and being chosen to the Board of the Association
 - b) report proposals to the Association board aimed to improve its functionality
 - c) being a decisive member at the Assembly meetings
 - d) have a right to see the protocols of the board meetings and the Associations activity summary
 - e) participation in the courses, workshop, conferences, and other parties organized by the Association
 - f) using the organization – technical help and the Association advice.

- g) Using the Association badge.
- 7. A person or legal entity can become an honorary member through its special service to the Association
- 8. And honorary membership is given through the decision at the Assembly meeting
- 9. An honorary member has a right to:
 - a. take part with an advisory voice at the Association Assembly Meeting
 - b. have a right to see the protocols of the board meetings and the Associations activity summary
 - c. report proposals to the Association board aimed to improve its functionality
 - d. participation in the courses, workshop, conferences, and other parties organized by the Association
 - e. using the organization – technical help and the Association advice.
 - f. Using the Association badge.

§10.

Duties of the ordinary members are:

- 1) Acting with accordance to the statute, regulations and resolutions of the Association
- 2) Active participation in realization of the statute aims
- 3) Proud representation of the Association, taking care of its good name
- 4) Regular fee payment
- 5) Popularization of tourism problems in the Warsaw context.

§11.

Active support of Associations activity is a statute obligation of its honorary members.

§12.

- 1. Loosing an Association member happens when:
 - a) voluntary withdrawal from the Association through a written form reported to the Board
 - b) exclusion from Association through the Assembly's decision through serious negligence of the statute resolutions and regulations
 - c) deleted from the member list through a Assembly resolution caused by missing member fees for a year despite written reminder
 - d) death of a member or loosing a legal entity
- 2. Loosing Association membership by a legal entity because of non-validated mandates of its representatives.

§13.

Excluded, deleted or not accepted Association member has a right to oppose to the Assembly of Association within 14 days from the moment when received a Assembly resolution.

Chapter 4. Association Authorities

§14.

Association Authorities are:

- a) General Assembly
- b) Board
- c) Audit Committee

Chapter 5

General Assembly

§15.

1. General Assembly is the highest authority of Association, it can be ordinary or extraordinary.
2. General Assemblies consist of initiating member, ordinary members being legal entities or ordinary members being persons.
3. Members being legal entities mentioned in the act 2 are present through one representative each.
4. Honorary Members and invited guests can participate in General Assembly.

§16.

The competences of the General Assembly are particularly:

- 1) Passing the Association statute and its changes,
- 2) Choice and dismissal of Board members and Members of the Audit Committee excluding §23 act 2 and §26 act 2 and 6
- 3) Passing the plans of Associations actions and financial plans
- 4) Consideration of summaries from the Boards activity and Audit Committee also taking resolutions about giving or refusing the vote of approval for the Board through the Audit Committee application.
- 5) Taking resolution about buying, selling or burdening the real estate
- 6) Allowing the Board to take credits and loans
- 7) Taking decisions about joining different organizations
- 8) Deciding about dismissing Boards decisions about deleting, dismissing members or not accepting some.
- 9) Awarding the Honorary Members
- 10) Taking decisions about shutting down the Association
- 11) Passing the regulations of General Assembly meeting and other Association regulation
- 12) Consideration of complaints made by members about the Association actions.

§17.

1. Ordinary Association General Assembly is called by the Board once a year with a written information for all Association Members at least 14 days before the Assembly actually takes place.
2. General Assembly Summary – Election is organized every 2 years in a manner described in act 1.

§18.

1. Extraordinary General Assembly is called by the Board by its initiative or through an application by:
 - a) Audit Committee
 - b) 1/3 of the ordinary members
2. Extraordinary General Assembly is called no longer than within a month from the resolution or the application
3. Extraordinary General Assembly deliberates on matters it was called for and the manner and way of going through with it is identical to the one of General Assembly.

§19.

General Assembly Resolutions go through by a majority of votes.

§20.

General Assembly is capable of taking resolutions in the matters discussed when the number of members is:

- 1) in the first round at least ½ allowed to vote
- 2) in second round with no difference to the number allowed to vote

Chapter 6.

Association's Board of Directors

§21.

Board of Directors is an executive instrument of the Association, it directs its activities and is responsible for its action before General Assembly.

§22.

Under Board of Directors competence lies especially:

- 1) representation of interests of the Association
- 2) cooperation with governmental administration, political and social organizations and other institutions about matters listed in the statute
- 3) gathering reports from the Boards activities on the General Assembly
- 4) organizing General Assembly and preparation of applications for the General Assembly
- 5) preparation of projects for resolutions of the General Assembly
- 6) realization of application resolutions of General Assembly

- 7) accepting new members to the Association, deleting or excluding its members
- 8) directing current affairs of the Association
- 9) applying for badges and allocation of awards
- 10) employment and dismissal of the Association Office employees

§23.

1. The Board of Directors consists of 6 people, including the president, 2 vice presidents, a secretary, a treasurer and Board member. Board members can be representatives of the initiating members, representatives of ordinary members or ordinary members as persons.
2. Initiating member appoints or dismisses its representatives being 1/3 of the Board.
3. The Board constitutes within 7 days from the election day and chooses the President, Vice Presidents and the Secretary.
4. Vice President replaces the President under his absence.
5. The Board term of office is two years.
6. With the reservation of act 2 the Board can complement the member list with new members coming in place of leaving members in a number not exceeding ½ of the group coming from the election.
7. The function of the Board President can be only served for two term of office.
8. If the ordinary Member being a legal entity dismisses its representative being a Board member, the mandate becomes invalid from the moment of dismissal. §23 point 6. about complementing the Board with new members can be used accordingly.

§24.

The Board gatherings take place within an upcoming need, not less than every term.

§25.

The organization and the Boards work is regulated through a resolution made at the General Assembly.

Chapter 7.

Audit Committee.

§26.

1. Audit Committee makes up from 3-6 members, including the Chairman and the Secretary. The members of the Audit Committee can be representatives of the initiating member, representatives of the ordinary members or ordinary members as persons.
2. Initiating member appoints or dismisses its representatives being 1/3 of the Audit Committee
3. The Board constitutes within 7 days from the election day and chooses the Chairman and Secretary.

4. Amount of Audit Committee members is determined every time at the General Assembly.
5. The term of office of the Audit Committee lasts 2 years.
6. If the ordinary Member being a legal entity dismisses its representative being a Audit Committee member, the mandate becomes invalid from the moment of dismissal. §23 point 6. about complementing the Audit Committee can be used accordingly.

§27.

Under the competence of the Audit Committee lies especially:

- 1) Research and analysis at least once a year the entirety of Association's actions, especially its legality, aims, spendings and fee payments.
- 2) giving the 'after – control' recommendations and designation of methods and deadlines of the irregularities removal
- 3) Reporting to the General Assembly about actions
- 4) Applications and granting (or not) vote of approval to the leaving Board.

§28.

The specific range, rules and method of conduct of the Audit Committee is defined by Audit Committee regulations accepted by the General Assembly.

Chapter 8. Property of Association

§29.

Property of Association is constitutes of real estate, chattels and other property laws and finances.

The property of Association comes from sources:

- a. members fees
- b. incomes from economic activity
- c. grants and donations, including running the tourist information points other statute activity

The amounts of the membership fee and initiation fee are revalued yearly, especially considering the inflation rate.

The funds and property of Association is managed by the Board.

§30.

Association's Economy is based on a yearly financial plan developed according to the regulations of the General Assembly.

§31.

1. Statements of will in the Association name made in the matter of: agreements, taking over the right and property duties of the Association is essential a co-signage of two Board members including President, Vice President or the Secretary.
2. In other matters Association is represented singularly by the President or other Board member.
3. Power of attorney or proxy can be granted by the Association in a way stated in act 1, however, it has to be firstly discussed by the Board stating the rules and the responsible proxy.

§32.

Association can lead an economic activity in a way stated in different points of according rules. This activity consists especially of:

- 1) retail sale other or new products in selected shops – 47.78.Z PKD
- 2) Book publishing – 58.11.Z PKD
- 3) Newspaper publishing - 58.13. Z PKD
- 4) Magazine and periodical magazine publishing – 58.14. Z PKD
- 5) Other publishing activity – 58.19.Z PKD
- 6) Tourist agents activity – 79.11.A PKD
- 7) Tourist brokers activity – 79.11.B PKD
- 8) Tourism organizing activity – 79.12.Z PKD
- 9) Tourist pilots and guides activity – 79.90. A PKD
- 10) Activity in tourist information matter – 79.90.B PKD
- 11) Other service activity in the reservation field, not classified elsewhere – 79.90.C PKD
- 12) Activity connected with organization of fairs, exhibition and congresses – 82.30.Z PKD
- 13) Other than school education forms otherwise not classified – 85.59.B PKD
- 14) Activity connected with artistic performances – 90.01.Z PKD
- 15) Activity helping with artistic performances – 90.02. Z PKD
- 16) Activity of historical places, buildings and other tourist attractions – 01.03.Z PKD
- 17) Other activity connected with sports – 93.19. Z PKD
- 18) Other recreational and entertainment activity – 93.29.Z
- 19) Activity of other member institutions not classified elsewhere – 94.99. Z PKD

Chapter 9

Voting, convening collegial Association meetings

§33.

If a special regulation does not state otherwise:

- 1) the resolutions of Association are taken in an open voting with a majority of votes
- 2) a confidential voting is organized when decided by a majority of legal voters
- 3) Association's authority members are informed about the time, place and order of meeting in a form accepted by the Association not later than 14 days before the planned meeting.
- 4) The meetings are have their minutes with additional texts of discussed resolutions.

Chapter 10 Association's Office

§34.

1. Administrative – technical handling of the Association is done by the Association Office which has a Director chosen by the Board.
2. Office Director realizes the Board resolutions and acts within the rights given to him by the Board.
3. The salary of the Office employees is decided by the Board.
4. Organizational regulations of the Office is done by the Board.

Chapter 11.

Statute change and Association Dissolution

§35.

Statute changes need resolutions of the General Assembly made with majority of votes with 2/3 votes in presence of at least half of those granted to vote.

§36.

- 1) Dissolution of the Association happens with a resolution of General Assembly taken with ¾ of votes in the presence of at least half of voters or in other situations foreseen by the law.
- 2) In a situation where resolution is taken about the Association Dissolution the General Assembly determines the liquidation method and the property allocation.

§37.

Resolutions in the matter of Statute changes and Association Dissolution are required to be reported to the Court responsible for the Association registration aiming to make appropriate entries.

§38.

In matters not listed in the Statute, regulations from 7 April 1989 ‘ Law about Associations” (Acts Journal from 2001, no 79, position 855) should be applied.