

WARSAW TOURISM ORGANIZATION ASSOCIATION'S ARTICLES OF ASSOCIATION

Chapter 1. General Provisions

Article 1

1. The **Warsaw Tourism Organization Association**, hereinafter referred to as the “Association”, is a registered association and has a legal personality.
2. The Association can use an abbreviated name of “Warszawska Organizacja Turystyczna” in Polish and “**Warsaw Tourism Organization**” in English.
3. The Association can use the acronym “WOT”.

Article 2

The Association functions pursuant to the act of 7th April 1989 – Association Law (Journal of Laws of 2017 item 210), act of 25th June 1999 on the Polish Tourist Organization (Journal of Laws of 2016 item 156).

Article 3

1. The Association brings together natural persons and legal entities supporting the Association’s goals and interested in the Association’s activities.
2. The area of the Association’s activity is the territory of the Republic of Poland and abroad; the Association is headquartered in the capital city of Warsaw.
3. The Association can be a member of national or international organizations with a similar scope and goal of operations.
4. The lifetime of the Association is unlimited.

Article 4

1. The Association does not conduct economic activity.
2. Pursuing its goals, the Association bases its activities on voluntary contributions of its members; the Association may hire employees, including its members, to run its operations.

Article 5

1. The Association can use a seal, own a logo and badges according to the design accepted by the Program Committee in accordance with applicable regulations.
2. The name and symbols of the Association are under legal protection.

Chapter 2.
Goals and Principles of Operation

Article 6

The goal of the Association is fostering the development of the tourism market in Warsaw and its metropolitan area, and in particular:

- 1) creating and promoting the image of Warsaw as an attractive tourist domestic and international destination;
- 2) promoting tourist attractions, facilities and products;
- 3) integrating local government, business and professional communities with people, institutions and organizations interested in tourism development;
- 4) establishing a platform for cooperation of tourism business entities with local, regional and central authorities;
- 5) implementing tourism development programs prepared by local government authorities;
- 6) initiating and creating social and economic activities for tourism;
- 7) initiating and providing feedback on the tourist and para-tourist infrastructure development and modernization plans;
- 8) providing organizational and material support for activities aiming at developing and promoting the broadly understood tourism in Warsaw and its metropolitan area;
- 9) providing organizational and material support for meetings, conferences and conventions of business and business-related nature in key areas for the development of Warsaw and its metropolitan area through the activities of the Warsaw Convention Bureau;
- 10) developing human resources, conducting training for the tourism industry;
- 11) increasing the priority of the tourism sector in Warsaw and its metropolitan area development;
- 12) creating and developing high-quality tourist products;
- 13) supporting, developing and providing tourist information;
- 14) promoting and undertaking activities aimed at protecting the cultural environment of Warsaw and its metropolitan area;
- 15) developing urban tourism.

Article 7

1. The Association works to achieve its goals by:
 - 1) cooperating with government administration authorities, the Polish Tourism Organization, regional tourism organizations, local tourism organizations, local government bodies and business entities, NGOs working in the tourism sector, and with other national and international entities;
 - 2) establishing and managing the Association's Office, hereinafter referred to as the "Office", to manage, organize and support the local tourism economy development programs;
 - 3) managing the Warsaw Convention Bureau and actively acquiring conventions, conferences and corporate events for Warsaw;
 - 4) providing tourist information and managing tourist information points;

- 5) conducting educational activities, including consultancy, workshop, training and study trips organization, and offering financial aid for the operation of business entities, with special focus on the entities operating in the field of tourism;
- 6) conducting publishing and information provision activities, in particular for the needs of domestic and international tourist information services;
- 7) planning and managing promotional campaigns concerning domestic and international tourism;
- 8) organizing and co-organizing events, celebrations, competitions and other marketing and promotion activities, organizing and co-organizing exhibitions at national and international fairs;
- 9) cooperating with the media;
- 10) conducting market research regarding tourism, collecting and analyzing data;
- 11) organizing study visits;
- 12) activating and ensuring the participation of volunteers in all activities of the Association;
- 13) organizing projects, events, local/national/international collections to acquire funds for operating as specified in the Articles of Association, in particular for supporting urban tourism and the meeting industry;
- 14) undertaking other activities supporting the pursuit of the Association's goals.

Article 8

The Association can appoint other organizations, within the limits of the law, to accomplish the goals specified in the Articles of Association.

Chapter 3. Members' Rights and Duties

Article 9

1. The Association has the following types of members:
 - a. the initiating member;
 - b. ordinary members;
 - c. supporting members;
 - d. honorary members.
2. The status of the initiating member, as the entity which initiated the founding of the Association, is given only to the capital city of Warsaw. The capital city of Warsaw, therefore, has all the rights and duties of an ordinary Association member. The initiating member appoints and dismisses from 2 to 3 of its representatives to the Program Committee and one representative to represent them at the General Meeting.
3. The initiating member has the right to submit a request for convening an Extraordinary General Meeting, as specified in Art. 18 point 1.
4. Ordinary membership is available to natural and legal entities after they submit their statements of will to join the Association, in writing, to the Board of Directors, and after they are accepted into the Association by the Board of Directors, subject to section 6.

5. Association members who are legal entities act through their representatives.
6. Upon the Association's registration, the founders become ordinary members, and the capital city of Warsaw becomes the initiating member of the Association.
7. An ordinary member of the Association has the right to:
 - a. elect the members and be elected as a member of the Program Committee;
 - b. submit requests to the Association Authorities regarding the operations of the Association;
 - c. participate, with a voting right, in General Meetings;
 - d. view the minutes of the General Meetings and reports from the operations of the Association;
 - e. participate in training, lectures, courses, conferences, and other events organized by the Association;
 - f. use the organizational and technical support as well as obtain advice from the Association;
 - g. use the Association's badge or logo with the caption "Member of the Warsaw Tourism Organization".
8. Supporting membership is available to natural persons or legal entities, whose ultimate goal is fulfilling a social function and not obtaining profit, after they submit their statements of will in writing and are accepted by the Board of Directors, which adopts a relevant resolution.
9. A supporting member pays a membership fee in the amount declared by them and accepted by the Program Committee, which however cannot be lower than the membership fee amount specified in the resolution on membership fees.
10. A supporting member has the right to:
 - a) participate in training, lectures, courses, conferences, and other events organized by the Association;
 - b) participate, in an advisory capacity, in General Meetings of the Associations members;
 - c) submit requests to the Association Authorities regarding the operations of the Association;
 - d) view the minutes of the General Meetings and reports from the operations of the Association;
 - e) use the Association's badge or logo with the caption "Supporting member of the Warsaw Tourism Organization".
11. A supporting member has no right to elect or be elected.
12. Honorary membership is available to natural persons and legal entities through their special service to the Association.
13. It is given based on the resolution of the General Meeting.
14. An honorary member has the right to:
 - a. participate, in an advisory capacity, in General Meetings of the Associations members;
 - b. submit requests to the Association Authorities regarding the operations of the Association;
 - c. use the Association's badge or logo with the caption "Supporting member of the Warsaw Tourism Organization".
15. An honorary member has no right to elect or be elected to the Association Authorities.
16. An honorary member is released from the obligation to pay membership fees.

17. The requirements for becoming a member of the Association and the criteria used by the Board of Directors when deciding to accept or reject a request for membership in the Association are specified in a resolution of the Program Committee.

Article 10

1. Duties, provided for by the Articles of Association, of the ordinary members include:
 - a) complying with the provisions of the Articles of Association, regulations and resolutions of the Association authorities;
 - b) actively participating in pursuing the goals specified in the Articles of Association;
 - c) proudly representing the Association and taking care of its good name;
 - d) paying membership fees on time;
 - e) complying with the Association's code of ethics and the decisions referred to in this code.

Article 11

1. Duties, provided for by the Articles of Association, of the supporting members include:
 - a) complying with the provisions of the Articles of Association, regulations and resolutions of the Association authorities;
 - b) actively participating in pursuing the goals specified in the Articles of Association;
 - c) proudly representing the Association and taking care of its good name,
 - d) paying membership fees on time,
 - e) complying with the Association's code of ethics and the decisions referred to in this code.
2. Duties, provided for by the Articles of Association, of the honorary members include providing active support for the Association operations described in the Articles of Association, complying with the provisions of the Articles of Association, regulations and resolutions of the Association authorities, and complying with the Association's code of ethics and the decisions referred to in this code.

Article 12

1. The rights of an Association member are lost upon:
 - a) a voluntary withdrawal from the Association through a written notice to the Board of Directors;
 - b) being expelled from the Association by way of the Board of Directors resolution for a material breach of the provisions of the Articles of Association, regulations, or resolutions of the Association Authorities;
 - c) being removed from the member list by way of a Board of Directors resolution;
 - d) failing to pay membership fees for six months despite receiving a written reminder;
 - e) death of a member or a member's losing their legal personality;
 - f) being expelled from the Association by way of a peer tribunal decision approved by the General Meeting.
2. The mandates of a legal entity's representatives to the Association Authorities expire upon this entity's losing the membership in the Association.

3. By way of the peer tribunal decision, approved by the General Meeting, a member of the Association can be suspended in their membership rights for the duration specified in the decision of the peer tribunal. The suspension in membership rights does not release the affected member from paying membership fees.

Article 13

Those expelled from the Association, removed from the member list, suspended or denied to join the Association have the right to appeal to the Program Committee within 14 days from the day of receiving a relevant resolution of the Board of Directors. The resolution adopted by the Program Committee in this matter is final. If the expelling from the Association or suspension of membership rights was an effect of a peer tribunal decision approved by the General Meeting, the affected party has no right to appeal to the Program Committee.

Chapter 4. Association Authorities

Article 14

1. The Association Authorities are:
 - a) the General Meeting;
 - b) the Program Committee;
 - c) the Board of Directors.
2. The mandate of a member of an Authority expires during their term of office upon the member's death, Association member dismissing their representative from the role in an Authority, the member's resigning from the role in an Authority, or the Association member's losing their member's rights. The mandate of a legal entity's representatives to the Association Authorities expires upon this entity's losing the Association member's rights.
3. When the Board of Directors is not discharged from the fulfilment of their duties, it is equal to a motion to dismiss the Board of Directors. In such circumstances, the Program Committee appoints the new Board of Directors.
4. When the Program Committee is not discharged from the fulfilment of their duties, it is equal to a motion to dismiss the Program Committee. In such circumstances, an Extraordinary General Meeting is convened within 1 month to appoint a new Program Committee.
5. The Association Authorities are elected by a simple majority with an open vote, unless the General Meeting decides to conduct a secret vote.
6. Until the Authorities of the new term of office are constituted, the Authorities of the expiring term remain active.

Chapter 5.
General Meeting

Article 15

1. The General Meeting is the highest authority of the Association; it can be ordinary or extraordinary.
2. General Meetings are composed of ordinary members who are natural persons, the representatives of ordinary members who are legal entities, and the representatives of the initiating member.
3. The members who are legal entities referred to in section 2, including the initiating member, are represented at the General Meeting each by one representative.
4. The General Meeting can be attended by supporting and honorary members, acting in advisory capacity, and by other invited individuals.
5. The General Meeting proceeds along the meeting agenda adopted by the General Meeting.

Article 16

The scope of competence of the General Meeting includes in particular:

- 1) adopting the Articles of Association and their amendments for the Association;
- 2) adopting the regulations of the General Meetings and their amendments, as well as the Program Committee regulations and their amendments;
- 3) adopting the Association's code of ethics and its revisions;
- 4) stipulating the number of members of the Program Committee of the given term;
- 5) appointing and dismissing the members of the Program Committee, subject to Art. 9 section 2 and Art. 21 sections 2 and 5, 6;
- 6) adopting the action plans and financial plans of the Association;
- 7) examining the reports from the operations of the Program Committee, and adopting resolutions on granting or refusing a discharge from the fulfilment of their duties to the Program Committee;
- 8) awarding the honorary memberships in the Association;
- 9) adopting resolutions to dissolve the Association;
- 10) adopting resolutions to approve or to deny the approval of the peer tribunal decisions on suspending member's rights and on expelling from the Association;
- 11) adopting resolutions to authorize the Board of Directors to undertake activities to purchase, sell, encumber properties, perpetual usufruct rights and shares in these rights;
- 12) adopting resolutions to authorize the Board of Directors to take credits and loans;
- 13) adopting resolutions to authorize the Program Committee to specify the amount which if exceeded in a single operation by the Board of Directors when performing property-related activities, except for the activities specified in points 11 and 12 of this article, would require from time to time an approval for such an operation to be obtained from the Program Committee;
- 14) adopting resolutions in other matters not covered by the scope of competence of other Association Authorities.

Article 17

1. The Ordinary General Meeting of the Association members is convened by the Board of Directors at least once per year with a written notice sent to all Association members at least 14 days before the General Meeting's date. In the case of members who approved this, it is acceptable to notify these Association members of the General Meeting using electronic communication channels as specified in the regulations concerning the provision of services via electronic channels, provided that a return message is received from the addressee confirming the receipt of the notice of the General Meeting. If in 3 days from sending the notice via electronic communication channels the confirmation of the notice's receipt is not received, the notice will be delivered by registered post following general principles.
2. A Reporting-Election General Meeting is convened every three years in the mode provided for in section 1.

Article 18

1. The Extraordinary General Meeting is convened by the Board of Directors upon their own initiative or through a motion by:
 - a. the Program Committee;
 - b. 1/3 of the ordinary members;
 - c. the initiating member.
2. The Extraordinary General Meeting is convened no later than within a month from adopting a relevant resolution or submitting the motion. The Association members are notified about the Extraordinary General Meeting as specified in Art. 17 section 1.
3. The motion to convene the Extraordinary General Meeting should include the proposed subject matter for the meeting.
4. The Extraordinary General Meeting deliberates on matters it was convened for, and the procedure of holding it is identical to the one of General Meeting.

Article 19

1. The resolutions of the General Meeting are adopted with a simple majority of votes, unless specific regulations provide otherwise.
2. Each ordinary member of the Association holds one vote.

Article 20

The General Meeting is capable of adopting resolutions in the matters included in the agenda when the number of members present is:

- 1) in the first round – at least $\frac{1}{2}$ of those entitled to vote;
- 2) in the second round – the number of attendees eligible to vote is not considered, subject to the exception referred to in Art. 35 of the Articles of Association.

Chapter 6.
Program Committee

Article 21

1. The Program Committee is an internal control authority of the Association.
2. The Program Committee is composed of 5 to 9 members appointed by the General Meeting for a 3-year term. The Program Committee members are appointed from among the ordinary members who are natural persons, the representatives of ordinary members who are legal entities, and the representatives of the initiating member, whereas the Program Committee at any time is composed of:
 - a. 2 representatives appointed by the initiating member, if the Program Committee is composed of up to 6 members;
 - b. 3 representatives appointed by the initiating member, if the Program Committee is composed of more than 6 members.
3. The number of members of the Program Committee of a given term is stipulated by the General Meeting.
4. A newly appointed Program Committee is constituted within 14 days from the date of appointment by the General Meeting and appoints from among its members a Chairperson and two Deputy Chairpersons.
5. The Program Committee is chaired by a representative of the initiating member.
6. Subject to section 2 sentence 2, if the mandate of a Program Committee member expires before the end of the term of office, the Program Committee can integrate its composition with no more new members than 1/2 of the appointed composition for the time remaining until the end of the Program Committee's term. This action does not need to concern the same member.
7. If an ordinary Member who is a legal entity dismisses its representative who is a Program Committee member, their mandate becomes invalid from the moment of dismissal. Art. 21 section 6 applies accordingly to complementing the Program Committee with new members.

Article 22

1. The scope of competence of the Program Committee includes in particular:
 - 1) serving the function of the controlling authority of the Association;
 - 2) specifying and verifying the strategic directions of the Association's development;
 - 3) appointing and dismissing the members of the Board of Directors;
 - 4) towards the members of the Board, performing all activities in connection with concluding, terminating and amending their agreements;
 - 5) setting the amount of membership fees for ordinary members and accepting the amount of membership fees declared by supporting members;
 - 6) specifying the requirements for becoming a member of the Association and the criteria used by the Board of Directors when deciding to accept or reject a request for membership in the Association;
 - 7) examining appeals from the decisions of the Board of Directors regarding expelling, removal from the member list, suspensions or rejecting membership requests;

- 8) examining the reports from the operations of the Board of Directors, and adopting resolutions on granting or refusing a discharge from the fulfilment of their duties to the Board of Directors;
 - 9) taking decisions on joining other organizations;
 - 10) selecting a certified expert auditor or other entities for controlling the operations of the Association;
 - 11) approving the Financial Statements;
 - 12) specifying the Association's logo and badge;
 - 13) requesting that the Board of Directors convene the Extraordinary General Meeting;
 - 14) approving draft resolutions of the General Meeting submitted by the Board of Directors, in particular the draft financial plan and action plans of the Association for the needs of the General Meeting;
 - 15) approving the annual budget submitted by the Board of Directors.
2. In justified cases or upon obtaining new information on an Association member, the Program Committee has the right to request the Board of Directors to suspend or expel that member from the Association and to remove them from the member list.
 3. The Program Committee submits annually a report from its operations in writing to the General Meeting.
 4. Members of the Program Committee have the right to participate, in an advisory capacity, in the meetings of the Board of Directors.

Article 23

1. The Program Committee makes its decisions by adopting resolutions. The resolutions are adopted with a simple majority of votes in the presence of at least the half of the Program Committee composition. If in the vote to adopt a resolution of the Program Committee the number of votes "for" and "against" is equal, the Committee Chairperson has the casting vote.
2. The Program Committee meets as often as needed, but not less frequently than once per quarter.

Article 24

A detailed scope, principles and mode of operation for the Program Committee are specified in the regulations adopted by the General Meeting.

Chapter 7. Board of Directors

Article 25

1. The Board of Directors is an executive instrument of the Association, directing its activities and being responsible for its work towards the Program Committee.
2. The Board of Directors serves their functions professionally, with its members receiving remuneration.

Article 26

1. The responsibilities of the Board of Directors include representing the Association externally and acting on its behalf, and pursuing the avenues of development of the Association as specified by the Program Committee, and in particular:
 - 1) cooperating with central and local government authorities, social organizations, and other institutions on matters specified in the Articles of Association;
 - 2) managing the ongoing operations of the Association, including hiring and dismissing employees and partners of the Association's Office, and requesting that badges be assigned and rewards be given,
 - 3) accepting new members into the Association, removing members from the member list, suspending members, expelling members from the Association based on the criteria adopted by the Program Committee;
 - 4) developing and submitting annually for approval to the Program Committee a draft financial plan and action plans of the Association for the purposes of the General Meeting;
 - 5) managing the property of the Association based on the annual budget approved by the Program Committee;
 - 6) submitting quarterly subject-matter and financial reports in writing from the operations of the Board of Directors to the Program Committee;
 - 7) keeping the Program Committee updated on all instances of actions infringing or threatening to infringe the pecuniary or non-pecuniary interests of the Association;
 - 8) convening the Ordinary and Extraordinary General Meetings and preparing motions for the General Meeting,
 - 9) preparing draft resolutions of the General Meeting;
 - 10) implementing the resolutions and acting upon the conclusions of the General Meeting and Program Committee;
 - 11) performing the activities assigned to the Board of Directors in the Association's code of ethics;
 - 12) implementing the recommendations of the auditors controlling the Association;
 - 13) providing the entity controlling the Association and the General Meeting with exhaustive explanations and presenting all documents and other materials regarding the scope of control at the Association;
 - 14) preparing the annual budget and submitting it to the Program Committee for approval.

Article 27

1. The Board of Directors is composed of 1 to 3 individuals appointed by the Program Committee. Only those who are not members of the Association and who do not represent the Association members can be the members of the Board of Directors.
2. The number of the members of the Board of Directors of the given term is specified by the Program Committee.
3. If the Board of Directors is composed of more than one person, it includes the President and the Vice-President or the President, the Vice-President, and the Member of the Board of Directors. The functions in the Board of Directors are specified by the Program Committee.

4. The Board of Directors is constituted within 7 days from the day specified in the agreement concluded with the member of the Board.
5. The Vice President replaces the President under their absence.
6. The Board of Directors' term of office is two years.
7. If the mandate of a member of the Board of Directors expires before the term of office, the Program Committee appoints a new member of the Board as specified in this section for the time remaining until the end of the given term of the Board of Directors.

Article 28

1. The Board of Directors meets as often as needed, but not less frequently than once per month.
2. The Board of Directors adopts its resolutions with a simple majority of votes. If the Board of Directors is composed of two individuals, a resolution, in order to be adopted, requires the presence of both members of the Board and their unanimity. If the Board of Directors is composed of three individuals, a resolution, in order to be adopted, requires the presence of at least two members of the Board. If in the vote to adopt a resolution of the Board of Directors composed of three members the number of votes "for" and "against" is equal, the President of the Board has the casting vote.

Article 29

A detailed scope, principles and mode of operation and reporting for the Board of Directors are specified in the regulations adopted by the Program Committee.

Chapter 8. Property of the Association

Article 30

1. The property of the Association is formed by real estate, chattels and other property laws and finances.
2. The property of the Association comes from the following sources:
 - a. membership fees and registration fees;
 - b. grants and donations, other operations provided for in the Articles of Association, inheritance, bequests, public subscriptions;
 - c. income from own operations and the Association's assets.
3. The amount of membership and registration fees may be adjusted annually for the inflation rate at the minimum.
4. The funds and property of the Association are managed by the Board of Directors, subject to Art. 16 point 11, 12 and 13 of these Articles of Association.

Article 31

The Association is managed based on the annual financial plan and action plans adopted by the General Meeting in line with applicable regulations.

Article 32

1. The statements of will on behalf of the Association are made by the President of the Board of Directors, and if the Board of Directors is composed of more than one person, these activities require the cooperation of and signatures from two members of the Board of Directors.
2. The Association grants a power of attorney or a commercial proxy as specified in section 1, provided that such an activity is preceded by a resolution of the Board of Directors specifying the scope of granted powers and the person to be authorized.

Chapter 9. Voting, Convening Collegial Meetings of the Association

Article 33

1. If specific regulations do not provide otherwise:
 - 1) the resolutions of the Association Authorities are adopted by a simple majority open vote; abstaining votes are not considered when determining the outcome of the vote;
 - 2) a secret vote is organized when decided by a simple majority of individuals entitled to vote;
 - 3) the members of the Association's authorities are notified about the time, place and order of meeting by normal means accepted by the Association, not later than 14 days before the planned meeting;
 - 4) the meetings of the Association's authorities have their minutes taken with the texts of adopted resolutions included in the minutes.
2. The minutes of the General Meeting are signed by the Chairperson of the General Meeting, and by the Minutes Secretary at the General Meeting, which role may be fulfilled by a representative of the Board of Directors.

Chapter 10. Association's Office

Article 34

1. The administrative and technical matters of the Association are handled by the Association's Office. In particular, the Office supports the operations of the Program Committee, including organizing its meetings, taking minutes, and compiling annual reports in the Association's operations for the General Meeting.
2. Employees of the Office can be appointed to the Association's Board of Directors.
3. The principles of compensating Office employees, and the Office Organizational Regulations are adopted by the Board of Directors.
4. Independently from the administrative and technical support provided for the Association, the Office runs also the Warsaw Convention Bureau which in Polish is called Biuro Konferencji i Kongresów but is entitled to use its English name.

5. The Warsaw Convention Bureau's objective is to acquire and support the organization of meetings, conferences and congresses of business and business-related nature in key areas for the development of Warsaw.
6. The Warsaw Convention Bureau can use the acronym "WCB".

Chapter 11.

Amending the Articles of Association and Association's Dissolution

Article 35

Any amendments to the Articles of Association must be made by a resolution of the General Meeting adopted with a two-thirds majority of votes in the presence of at least half of those eligible to vote.

Article 36

1. The Association is dissolved by resolution of the General Meeting adopted with three-fourths majority of votes in the presence of at least half of members eligible to vote, or in other situations provided for by the law.
2. In a situation where a resolution is taken to dissolve the Association, the General Meeting determines the liquidation method and the property allocation.

Article 37

The resolutions adopted to amend the Articles of Association or to dissolve the Association are required to be reported to the Court of the Association's registration in order for appropriate entries to be made.

Article 38

The provisions of the act of 7th April 1989 – Association Law (Journal of Laws of 2017 item 210), and act of 25th June 1999 on the Polish Tourist Organization (Journal of Laws of 2016 item 156) apply to all items which are not provided for by these Articles of Association.