

Statutes of the Association „Centre for Systems Solutions”

Chapter I General provisions

- §1. The Association “Centre for Systems Solutions”, hereinafter referred to as the “Association”, has legal personality.
- §2. The name of the Association is legally protected.
- §3. The Association may use the following abbreviated name in its documents: Association CRS.
- §4. The Association operates pursuant to the Polish law on associations and the provisions of these Statutes.
- §5. The Association is a voluntary, self-governing and permanent non-profit association.
- §6. The Association may conduct economic activity to the extent serving its statutory objectives, in accordance with the principles laid down in separate regulations. Income generated from the Association’s economic activity shall be allocated to the achievement of its statutory objectives and may not be distributed among its members.
- §7. The area of operation of the Association is the territory of the Republic of Poland. In order to properly pursue its objectives, the Association may also operate outside the territory of the Republic of Poland, in particular in the countries of the European Union.
- §8. The registered office of the Association is in Wrocław, Poland.
- §9. The Association cooperates with national, foreign and international organisations and institutions pursuing the same or similar activities and may become a member of such organisations while retaining full autonomy.
- §10. The Association may use badges and seals in accordance with applicable regulations.
- §11. The Association bases its activities on the voluntary work of its members. It may employ staff to conduct its affairs.

Chapter II Objectives and Forms of Activity

- §12. The objective of the Association is to conduct scientific and educational activities, in particular by promoting and applying a systems approach to solving complex problems through the implementation of projects supporting social groups, local communities, non-governmental organisations, European Union structures, central and local government administration, the business sector, and the scientific and research community, in particular:
 - 1. Developing and applying systems thinking methods and principles in scientific, educational and business activities in the private and public sectors and within non-governmental organisations.

2. Conducting scientific research into the functioning of complex socio-economic-ecological systems and implementing the results of such research.
 3. Promoting a systems approach to solving complex problems related to the activities and functioning of various social groups, local communities, enterprises, state administration, local government and non-governmental organisations, and implementing systems-based solutions in the above-mentioned areas.
 4. Promoting a participatory approach to issues of social and economic development and environmental and nature protection.
 5. Assisting local communities, social groups, institutions, companies and public authorities in solving complex problems using systems methods.
 6. Supporting the development of civil society, communities and local communities.
 7. Supporting rural development.
 8. Supporting environmental protection, animal protection and the protection of natural heritage.
 9. Supporting science, education and upbringing.
 10. Supporting culture and the arts, as well as the protection of cultural heritage and traditions.
 11. Supporting economic development taking into account a systems perspective and in accordance with the principles of sustainable development.
 12. Promoting entrepreneurial attitudes and the development of entrepreneurship throughout society, as well as increasing innovation in the economy.
 13. Supporting the development of small and medium-sized businesses and assisting them in solving problems affecting them through the use of systems methods.
 14. Promoting employment and the professional activation of unemployed persons and persons at risk of redundancy.
 15. Supporting regional and local development taking into account a systems perspective and in accordance with the principles of sustainable development.
 16. Promoting and protecting human rights and freedoms and civil liberties, as well as activities supporting the development of democracy.
 17. Supporting European integration and the development of contacts and cooperation between societies.
 18. Supporting public order and safety and preventing social pathologies.
- §13. The Association pursues its objectives in particular through:
1. Conducting scientific and educational activities.
 2. Developing, implementing and promoting solutions based on systems methods.
 3. Initiating and conducting interdisciplinary scientific research in areas of interest to the Association and putting into practice solutions based on the results of such research.
 4. Initiating, implementing and supporting educational, research and implementation projects, as well as initiatives combining these aspects.
 5. Conducting educational activities (training, workshops, courses, talks, lectures, etc.) promoting systems thinking.
 6. Working with representatives of local communities, non-governmental organisations, business communities and public authorities.
 7. Promoting and developing solutions that increase the autonomy and resilience of local communities to threats.

8. Assisting local communities in developing and implementing local development strategies based on the sustainable use of the values and resources of the natural environment.
 9. Initiating cooperation between higher education institutions and other research institutions, local communities, local governments and businesses.
 10. Publishing activities and organising conferences, talks, presentations, seminars, exhibitions and other events promoting and disseminating systems thinking, research and systems-based solutions.
 11. Collecting, preserving and disseminating knowledge within the areas of interest of the Association.
 12. Raising funds for the statutory activities of the Association.
 13. Obtaining and using European Union assistance funds and funds from other national and international financial institutions.
 14. Cooperating with local governments, state administration, non-governmental organisations, the business sector and research and scientific institutions whose activities are consistent with the objectives of the Association.
 15. Developing the knowledge and skills of Association members in systems methods and techniques.
- §14. The specific areas of interest of the Association include: system dynamics, systems thinking, simulation games, computer modelling of complex systems, research and modelling of complex socio-economic-ecological systems, sustainable development, participatory approaches to management, adaptive management, local communities, local and regional development, and the development of small and medium-sized enterprises.

Chapter III

Members, Their Rights and Obligations

§15. Members of the Association are divided into:

1. Ordinary Members,
2. Assisting Members,
3. Honorary Members,
4. Supporting Members.

Rules for Admission of Members

§16. Members of the Association may be:

1. Natural persons and legal entities. A legal entity may only become a Supporting Member of the Association.
2. Polish citizens as well as foreign nationals, regardless of their place of residence.

§17. An Ordinary Member or Assisting Member may be a natural person with full legal capacity and full public rights who accepts the statutory objectives of the Association.

§18. New members are admitted by the Management Board by resolution adopted within two months from the date of submission of a written declaration containing recommendations from three Ordinary Members. In the event of refusal to admit an applicant as a member, the applicant has the right, within one month from the date of delivery of the relevant decision, to lodge an appeal with the General Meeting of Members through the

Management Board. The General Meeting of Members shall consider the appeal at its next meeting. The decision of the General Meeting of Members shall be final.

Rights and Obligations of Association Members

- §19. All members of the Association (Ordinary, Assisting, Honorary and Supporting Members) have the right to:
1. Participate in the General Meeting of Members (unless a delegate system is introduced – see §34) and in meetings, talks, conferences, symposia and other events organised by the governing bodies of the Association.
 2. Submit opinions, motions and requests to the governing bodies of the Association.
- §20. All members of the Association (Ordinary, Assisting, Honorary and Supporting Members) are obliged to:
1. Comply with the Statutes, regulations and resolutions of the governing bodies of the Association, subject to the provisions governing individual categories of membership.
 2. Promote the objectives and programme of the Association.

Ordinary Members

- §21. In addition to the rights set out in §19, Ordinary Members have the right to:
1. Elect and stand for election to the governing bodies of the Association.
 2. Use the facilities, services and assistance provided by the Association.
 3. Appeal against resolutions or decisions of the governing bodies of the Association concerning membership matters. The competent body for considering an appeal shall be the body superior to the body that issued the relevant decision.
- §22. In addition to the obligations set out in §20, Ordinary Members are obliged to:
1. Actively participate in the activities of the Association and promote its objectives and programme.
 2. Regularly pay membership fees and other contributions applicable within the Association.

Assisting Members

- §23. Assisting Members are not required to pay membership fees.
- §24. Ordinary Members become Assisting Members at their own request or by decision of the Management Board. A decision of the Management Board may result from a member's lack of activity or failure to pay membership fees.

Honorary Members

- §25. An Honorary Member may be a person who has made an outstanding contribution to the development of the ideas of the Association or has otherwise made a significant contribution to the Association.
- §26. Honorary membership shall be conferred by the General Meeting of Members upon a motion of the Management Board. Honorary membership may be revoked by the General Meeting of Members upon a motion of the Management Board.
- §27. Honorary Members have the same rights and obligations as Ordinary Members, except that they are not required to pay membership fees

Supporting Members

- §28. A Supporting Member may be a legal entity interested in the statutory activities of the Association. A legal entity shall act within the Association through its representative.
- §29. In addition to the obligations set out in §20, Supporting Members are obliged to regularly pay membership fees and other contributions applicable within the Association.

Termination of Membership

- §30. Membership in the Association shall terminate as a result of:
1. Voluntary resignation from membership in the Association, submitted in writing to the Management Board.
 2. The death of a member or the loss of legal personality by a member that is a legal entity.
 3. Removal from the membership register due to failure to pay membership fees or other contributions for a period exceeding 12 months (this does not apply to Honorary and Assisting Members).
 4. Removal from the membership register in the event of a serious breach of the statutory rules, failure to comply with resolutions and regulations, or actions detrimental to the Association.
 5. Expulsion as a result of a final judgment of a court of general jurisdiction imposing the criminal measure of deprivation of public rights.
- §31. In the cases referred to in §30 points 3 and 4, the Management Board may adopt a resolution to remove a member from the membership register. In such a case, the Management Board is obliged to notify the member of the removal, stating the reason and informing the member of the right to appeal to the General Meeting of Members within 14 days from the date of delivery of the relevant resolution.
In the case referred to in §30 point 5, the expulsion shall be confirmed by a resolution of the Management Board.
- §32. Re-admission to the Association of persons who have lost their Ordinary or Supporting membership pursuant to §30 point 3 shall take place on the basis of a resolution of the Management Board.

Chapter IV

Organisational Structure of the Governing Bodies

- §33. The governing bodies of the Association are:
1. General Meeting of Members,
 2. Management Board,
 3. Audit Committee.
- §34. If the number of Association members exceeds 100, the General Meeting of Members shall be replaced by a Meeting of Delegates elected at a ratio of one delegate for every five Ordinary Members. The delegate's mandate shall continue until new elections are held.
- §35. The detailed procedure and rules for the election of delegates shall be specified in regulations adopted by the General Meeting of Members.
- §36. The term of office of all governing bodies of the Association is five years. Their members shall be elected by secret ballot by an absolute majority of votes, with at least half of the

members entitled to vote present. Members of the governing bodies shall be elected from an unlimited number of candidates.

- §37. Resolutions of the governing bodies of the Association shall be adopted by open vote by a simple majority of votes cast, with at least half of the members entitled to vote present. Those present may decide to hold a secret ballot.
- §38. The governing bodies may establish detailed procedures for convening and conducting their meetings in separate regulations.
- §39. In the event of resignation, expulsion or death of a member of a governing body of the Association during their term of office, the composition of that governing body shall be supplemented from among the unsuccessful candidates, in the order of the number of votes received. The number of members co-opted in this manner may not exceed one half of the number of members of the relevant governing body.
If the number of members co-opted in this manner were to exceed one half of the number of members of the relevant governing body, new elections for that governing body shall be held in accordance with the rules set out in §35 and §36.

General Meeting of Members

- §40. The General Meeting of Members is the highest governing body of the Association.
- §41. The following persons participate in the General Meeting of Members
1. With full voting rights – Ordinary Members (delegates) and Honorary Members.
 2. With an advisory vote – Assisting Members, Supporting Members and invited guests.
- §42. The Management Board shall notify the members (delegates) of the date, place and agenda of the General Meeting of Members at least 14 days before the meeting, by letter or by email with confirmation of receipt.
- §43. Resolutions of the General Meeting of Members shall be adopted provided that:
1. At the first scheduled date – at least half of the members entitled to vote are present,
 2. At the second scheduled date – held on the same day, 15 minutes after the first scheduled date – regardless of the number of members entitled to vote who are present.
- §44. The General Meeting of Members may be ordinary or extraordinary.
- §45. The proceedings of the General Meeting of Members shall be chaired by a Presidium consisting of a Chairperson and a Secretary.
- §46. A member of the outgoing governing bodies may not serve on the Presidium of the General Meeting of Members or on committees appointed by it.
- §47. An Extraordinary General Meeting of Members may be held at any time in particularly justified circumstances.
- §48. An Extraordinary General Meeting of Members shall be convened by the Management Board:
1. on its own initiative,
 2. at the request of the Audit Committee,
 3. at the reasoned request of at least 10 Ordinary Members (delegates)).
- §49. The Management Board is obliged to convene an Extraordinary General Meeting of Members within six weeks from the date of receiving the request referred to in §48, points 2 and 3.

- §50. The Extraordinary General Meeting of Members shall consider only matters for which it was convened.
- §51. The powers of the General Meeting of Members include:
1. Adopting and amending the Statutes.
 2. Adopting the main directions of the Association's activities.
 3. Adopting the regulations governing the General Meeting of Members.
 4. Electing and dismissing members of the governing bodies of the Association.
 5. Approving the regulations of the Management Board and the Audit Committee.
 6. Considering appeals against resolutions of the Management Board.
 7. Considering and approving reports of the governing bodies of the Association.
 8. Conferring and revoking honorary membership of the Association upon a motion of the Management Board.
 9. Adopting a resolution on the dissolution of the Association and the allocation of its assets.
 10. Adopting resolutions on other matters submitted for consideration.
 11. Assessing the activities of the Management Board and the Audit Committee.

Management Board

- §52. The Management Board directs the overall activities of the Association in accordance with the resolutions of the General Meeting of Members, represents the Association externally and is accountable for its work and activities to the General Meeting of Members.
- §53. The Management Board consists of 2 to 4 persons, including the President of the Management Board and other Members of the Management Board.
- §54. The rules and procedures governing the operation of the Management Board shall be determined by regulations adopted by the Management Board.
- §55. Members of the Management Board may receive monthly remuneration for performing their functions on the basis of a resolution of the General Meeting of Members, not exceeding 1.5 times the average monthly salary in the enterprise sector as announced by the President of Statistics Poland for the previous year.
- §56. Meetings of the Management Board shall be held as necessary, but not less frequently than twice a year.
- §57. In the event of a long-term inability of any Member of the Management Board to perform their duties, the duties performed exclusively by that Member of the Management Board shall be assumed by the remaining Members of the Management Board.
The determination that the President of the Management Board is unable to perform their duties on a long-term basis and the appointment of a Member of the Management Board to temporarily perform the functions of the President of the Management Board shall be made by the General Meeting of Members of the Association.
- §58. The responsibilities of the Management Board include:
1. Convening the General Meeting of Members (Meeting of Delegates).
 2. Implementing the objectives of the Association and the resolutions of the General Meeting of Members.
 3. Submitting reports on its activities to the General Meeting of Members.
 4. Determining detailed directions for the activities of the Association.
 5. Representing the Association externally.
 6. Establishing the budget.
 7. Determining the amount of the admission fee and membership fees.

8. Managing the assets of the Association.
9. Organising and conducting economic activity.
10. Adopting rules for the employment and remuneration of employees.
11. Adopting regulations governing its own activities.
12. Adopting resolutions on the Association's membership in national and international organisations and delegating representatives of the Association to such organisations and to events abroad; such delegation does not have to be based on a resolution.
13. Concluding cooperation agreements with administrative authorities and the highest governing bodies of other organisations.
14. Appointing committees and teams and determining their composition, tasks and deadlines for completion of their work.
15. Submitting motions to the General Meeting of Members to confer honorary membership of the Association.
16. Adopting resolutions on membership matters (admission, removal, expulsion and change of membership status).
17. Maintaining membership records.

Audit Committee

- §59. The Audit Committee is a governing body of the Association established to supervise the activities of the Management Board.
- §60. The Audit Committee consists of 2 to 3 members, including the Chairperson of the Audit Committee and other Members of the Audit Committee.
- §61. The responsibilities of the Audit Committee include:
1. Supervising the overall activities of the Association.
 2. Submitting to the Management Board recommendations resulting from inspections and audits carried out.
 3. Convening the General Meeting of Members if the Management Board fails to convene it within the time limit or according to the procedure specified in the Statutes.
 4. Requesting the convening of an Extraordinary General Meeting of Members if the Management Board fails to fulfil its statutory obligations, as well as requesting the convening of a meeting of the Management Board.
 5. Adopting its own rules of procedure.
 6. Submitting reports on its activities to the General Meeting of Members and motions concerning the granting or refusal to grant discharge to the governing bodies of the Association.
- §62. Members of the Audit Committee have the right to participate, with advisory voting rights, in meetings of the Management Board.
- §63. Members of the Audit Committee may not:
1. Hold other positions in the governing bodies of the Association.
 2. Be members of the Management Board or be related to members of the Management Board by kinship or affinity, or be subordinate to them by virtue of employment.
 3. Have been convicted by a final judgment for an intentional criminal offence.
- §64. Members of the Audit Committee may receive reimbursement of justified expenses or remuneration for their membership in the Audit Committee in an amount not exceeding the

amount specified in Article 8(8) of the Act of 3 March 2000 on the Remuneration of Persons Managing Certain Legal Entities.

- §65. In the cases referred to in §61 point 4, the General Meeting of Members shall be convened within 30 days from the date of the request, and a meeting of the Management Board shall be convened no later than 14 days from the date of the request.

Chapter V

Assets and Funds

- §66. The assets of the Association consist of real estate, movable property and funds. The sources of the Association's assets may include:
1. Admission fees and membership fees.
 2. Income from real and movable property owned or used by the Association.
 3. Grants and subsidies.
 4. Donations, bequests and inheritances.
 5. Income from statutory activities.
 6. Income from public donations.
 7. Income from economic activity.
- §67. Membership fees should be paid by the end of the first quarter of each year.
- §68. Newly admitted members of the Association shall pay the admission fee and membership fees within 30 days from the date of receiving notification of their admission as members.
- §69. The Association shall conduct its financial management and accounting in accordance with applicable regulations.
- §70. The Association shall be represented by Members of the Management Board, including in matters concerning the incurring of financial obligations. Each Member of the Management Board has the right to independently represent the Association and incur financial obligations on its behalf in all matters.
- §71. The Association may act through an authorised representative appointed by any Member of the Management Board. The authorised representative may be any natural person or legal entity, subject to applicable law. The power of attorney may be general – for ordinary management activities; specific by type – for performing activities of a particular kind; or specific – for performing a particular act. The rules governing the representation of the Association and the incurring of financial obligations on its behalf shall apply to the granting of powers of attorney.
- §72. The following are prohibited within the Association:
1. Granting loans to or securing obligations with the assets of the Association for its members, members of its governing bodies or employees, or persons to whom employees are related by marriage or by kinship or affinity in the direct line, by kinship or affinity in the collateral line up to the second degree, or through adoption, guardianship or custody, hereinafter referred to as “close persons”.
 2. Transferring the assets of the Association to its members, members of its governing bodies or employees and their close persons on terms different from those applicable to third parties, in particular where such transfer is made free of charge or on preferential terms.

3. Using the assets of the Association for the benefit of its members, members of its governing bodies or employees and their close persons on terms different from those applicable to third parties, unless such use directly results from the statutory objective of the organisation.
4. Purchasing goods or services on preferential terms from entities in which members of the organisation, members of its governing bodies or employees and their close persons have an interest.

Chapter VI

Amendment of the Statutes and Dissolution of the Association

- §73. Adoption or amendment of the Statutes and adoption of a resolution on the dissolution of the Association by the General Meeting of Members requires a qualified majority of two-thirds of the votes of the delegates, with at least half of the members entitled to vote present.
- §74. The adoption or amendment of the Statutes and the dissolution of the Association may be considered by the General Meeting of Members only if these matters have been included in its agenda. Drafts of the relevant resolutions shall be attached to the notice referred to in §42.
- §75. When adopting a resolution on the dissolution of the Association, the General Meeting of Members shall determine the procedure for liquidation and the allocation of the Association's assets.
- §76. In matters concerning the dissolution and liquidation of the Association not regulated in these Statutes, the provisions of the Act of 7 April 1989 – Law on Associations (Journal of Laws of 1989, No. 20, item 104, as amended) shall apply.

Chapter VII

Economic Activity of the Association

- §77. The Association may conduct economic activity to the extent serving the achievement of its objectives.
- §78. The Association may conduct economic activity in accordance with applicable law and these Statutes.
- §79. The Association shall allocate funds provided for economic activity in accordance with a resolution of the Management Board.
- §80. The Association shall allocate all income generated from its economic activity to the achievement of its statutory objectives.
- §81. The Association may conduct economic activity in the following areas, in accordance with the Polish Classification of Activities (PKD):
1. (PKD 39.00.Z) Remediation activities and other waste management services.
 2. (PKD 58.11.Z) Book publishing.
 3. (PKD 58.13.Z) Publishing of newspapers.
 4. (PKD 58.14.Z) Publishing of journals and periodicals

5. (PKD 58.19.Z) Other publishing activities
 6. **(PKD 58.21.Z) Publishing of computer games**
 7. (PKD 58.29.Z) Other software publishing
 8. **(PKD 59.11.Z) Motion picture, video and television programme production activities**
 9. **(PKD 59.12.Z) Motion picture, video and television programme post-production activities**
 10. (PKD 59.14.Z) Motion picture projection activities
 11. (PKD 59.13.Z) Motion picture, video and television programme distribution activities
 12. (PKD 59.20.Z) Sound recording and music publishing activities
 13. (PKD 62.01.Z) Computer programming activities
 14. (PKD 62.02.Z) Computer consultancy activities
 15. (PKD 62.03.Z) Computer facilities management activities
 16. (PKD 62.09.Z) Other information technology and computer service activities
 17. (PKD 63.11.Z) Data processing, web hosting and related activities
 18. (PKD 63.12.Z) Web portal activities
 19. (PKD 63.91.Z) News agency activities
 20. (PKD 63.99.Z) Other information service activities not elsewhere classified
 21. (PKD 68.20.Z) Rental and operating of own or leased real estate
 22. (PKD 70.21.Z) Public relations and communication activities
 23. **(PKD 70.22.Z) Other business and management consultancy activities**
 24. (PKD 71.12.Z) Engineering activities and related technical consultancy
 25. **(PKD 71.20) Technical testing and analysis**
 26. (PKD 71.20.B) Other technical testing and analysis
 27. **(PKD 72.19.Z) Other research and experimental development on natural sciences and engineering.**
 28. **(PKD 72.20.Z) Research and experimental development on social sciences and humanities**
 29. **(PKD 74.90.Z) Other professional, scientific and technical activities not elsewhere classified**
 30. (PKD 77.33.Z) Rental and leasing of office machinery and equipment, including computers
 31. (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified
 32. (PKD 82.30.Z) Organisation of conventions and trade shows
 33. (PKD 85.59.B) Other forms of non-school education not elsewhere classified
 34. **(PKD 85.60.Z) Educational support activities**
- §82. Fixed assets used in economic activity shall be subject to depreciation and amortisation in accordance with applicable rules.
- §83. Decisions concerning investment projects shall be taken by the Management Board.
- §84. The provisions on accounting shall apply accordingly to the financial reports of the Management Board.

Chapter VIII

Final Provisions

§85. The Statutes and any amendments thereto shall enter into force upon the relevant decision of the registry court becoming final and binding