

# **THE STATUTES OF POLISH TOURIST AND SIGHTSEEING SOCIETY**

(A consolidated text, including the amendments introduced on 14<sup>th</sup> April 2012 by Extraordinary Meeting of the Polish Tourist and Sightseeing Society, which was entered in the National Court Register under the number 0000100817 – Register of Associations, Other Social and Professional Organisations, Foundations and Public Health Care Institutions, and Entrepreneurs’ Register, maintained by the District Court for the Capital City of Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, by virtue of the decision made on 27<sup>th</sup> June 2013)

## **Chapter I**

### **GENERAL PROVISIONS**

#### Art. 1

1. The Polish Tourist and Sightseeing Society, hereinafter referred to as PTTK, established in 1950 as an union of the Tatra Society, founded in 1873 which was transformed in 1920 into the Polish Tatra Society, and the Polish Sightseeing Society founded in 1906, is a heir of tradition and conceptual attainment and also a legal successor of assets of those Societies.
2. PTTK is non-governmental organisation acting according to the established legal order.
3. PTTK is an association with socially beneficial purpose.
4. PTTK is non-political and ideologically neutral organisation.

#### Art. 2

1. The activity of PTTK is conducted within the territory of the Republic of Poland and its central registered seat is the Capital City of Warsaw.
2. PTTK can create organisational units outside the Republic of Poland if it is possible under the legislation of a given country.

#### Art. 3

PTTK is a legal person registered in the National Court Register under the number 0000100817.

#### Art. 4

PTTK may be a member of national and international organisations, with the same or similar profile of activity.

#### Art. 5

1. PTTK uses an emblem in the form of a wind rose disc with 16 directions marked between two green circles ( with gaps for four letters : N, E, S, W), in which there are inscribed a contour map of Poland with green infill and a white-marked course of the Vistula River on it, a white - red compass needle (consisting of four right-angled triangles and indicating the direction between NNE and NE) , and a white inscription “PTTK” in the middle. PTTK emblem is also the organizational badge of PTTK. The pattern of emblem is enclosed to the Statutes of PTTK.
2. The names: The Polish Tourist and Sightseeing Society (full form) and PTTK (short form) and PTTK emblem are under legal protection according to the applicable regulations.
3. The Main Board of PTTK uses a flag which is a square, double-sided fabric with golden fringes around, sized 100 cm x 100 cm, attached to a flagstaff topped with a tip with metal inscription PTTK. On the front side of the flag there are three same-width horizontal strips:

red, white, and red with the emblem of PTTK in the middle, covering 3/5 the width of it. On the reverse side of the flag on the green background there is an inscription "Only having come to know one's country, one can heartily love it and work for it fruitfully."

4. PTTK organisational units may use the flag described in Para 3, provided that the reverse side of the flag is agreed by a proper unit..
5. The Main Board and the Branch Boards of PTTK use round seals with the inscription: The Main Board or the name of PTTK Branch in the middle, and with circumscription: The Polish Tourist and Sightseeing Society, or any other seals according to the applicable regulations.

#### Art. 6

1. There are the following organisational units of PTTK: branches and regional units as field units, and specialist units.
2. PTTK branches are basic organisational units of the Society and gain a legal personality as of the date on which the decision of court's registration become effective.
3. Regional units cover the area of province and have a legal personality as of the date on which the decision of court's registration become effective.
4. There can be only one regional unit established on the territory of a province.
5. Specialist units are established or dissolved by the Main Board of PTTK and they are operating on the basis of regulations approved by the Board. Central specialist units are the following: PTTK Centre of Mountain Tourism in Cracow, The Waldemar Doniec PTTK Centre of Sightseeing Photography in Łódź, The Kazimierz Kulwieć Central PTTK Library in Warsaw, The National PTTK Centre of Underwater Training to the Commission of Underwater Activity in Warsaw, and PTTK Centre of Water Tourism in Warsaw.

### Chapter II

## OBJECTIVES AND MEASURES OF ACTION

#### Art. 7

1. The statutory objective of PTTK is activity concerning physical development, culture, education and environmental protection.
2. The other statutory objectives of PTTK are also the activities from the area of tasks of public interests in the scope of:
  - 1) promoting tourism and sightseeing and active forms of recreation of children and youth, including individual and group hiking, organising rambles, outings, gatherings, canoeing rallies, cruises and camps,
  - 2) development of national traditions, fostering Polish identity and the development of the national, civic and cultural consciousness, including through the cooperation with other societies and organisations gathering and taking care of Poles and Polish cultural heritage abroad,
  - 3) knowledge, education and upbringing of children and youth, especially through the formation of social attitudes, popularisation of knowledge about the past, present and perspectives of development of Poland, dissemination of tourist culture and acquaintance with cognitive, recreation and health values of hiking,
  - 4) ecology and animal protection, natural heritage protection and care for rational utilisation of natural resources,
  - 5) dissemination of knowledge and skills for the national defense, including protection of the Polish memorial sites, and organisation of tourist events connected with learning about history of Polish weapon, and also supporting all forms of recreation contributing to physical development and culture,

- 6) employment promotion and economic activation of the unemployed and the people at risk of losing their jobs,
  - 7) social assistance, including help for families and people in difficult life situations, and equalisation of opportunities for these families and individuals,
  - 8) charitable activities,
  - 9) activity for the national and ethnic minorities, and regional language,
  - 10) health protection and promotion,
  - 11) activity for persons with disabilities,
  - 12) activity for equality of men's and women's rights,
  - 13) activity supporting economic development, including development of entrepreneurship,
  - 14) activity supporting development of local communities
  - 15) culture, art and protection of cultural values and national heritage,
  - 16) supporting and promoting the physical education,
  - 17) public order and security,
  - 18) popularisation and protection of freedom and human rights, civil liberties, as well as actions enhancing the development of democracy,
  - 19) rescue and protection of people,
  - 20) assistance to victims of conflicts, natural disasters, armed conflicts and wars home and abroad,
  - 21) popularisation and protection of consumers' rights,
  - 22) activities on European integration and development of contacts and cooperation between societies,
  - 23) promotion and organisation of voluntary services,
  - 24) activities on professional and social integration and reintegration of persons at risk of social exclusion,
  - 25) support and development of national traditions, fostering Polish identity and the development of the national, civic and cultural consciousness,
  - 26) activities for the benefit of people in pre-retirement age,
  - 27) activity supporting the development of technology, inventiveness and innovation, and popularisation and implementation of new technical solutions in business practice,
  - 28) summer holidays for children and youths,
  - 29) national defence and the Armed Forces of the Republic of Poland,
  - 30) assistance to Polish Diaspora and Poles abroad,
  - 31) preventing addictions and social pathology,
  - 32) activities contributing to non-governmental organisations within the scope defined in Para 1 to 31.
3. PTTK attracts tourists and sightseers, creates conditions facilitating their hiking and sightseeing in our country and abroad, and represents their interests towards the authorities and society.
  4. PTTK operates upon the principle of social work of its members, it may establish organisational units and employ workers in order to conduct its business.
  5. PTTK can conduct its business activity in different forms, and the income from it serve the purpose of pursuing the statutory objectives.

### **Art. 8**

By pursuing the statutory objectives and implementing the tasks, PTTK shall do the following:

- 1) awaken and deepen the love for Poland and its regions, form patriotic attitudes, promote knowledge about the past, the present and perspectives of the development of our country,
- 2) promote sightseeing interests and tourist skills,

- 3) propagate the tourist culture and encourage us to develop the cognitive, health and leisure values of hiking and recreation,
- 4) help in the individual hiking,
- 5) contribute to the growth of psychophysical fitness, but especially of young and disabled people,
- 6) promote ecological knowledge and benefit to the protection of environmental resources,
- 7) actively participate in the protection of cultural property,
- 8) promote tourist and sightseeing qualities of Poland and its achievements among foreign tourists, and also facilitate sightseeing, getting to know life and learning about the achievements of other countries for Polish tourists travelling abroad,
- 9) cultivate touristic traditions, promote history and achievements of PTTK and its predecessors, participate in archiving documents concerned with tourism and sightseeing,
- 10) perform guide activities, offer guides, who are members of PTTK, the possibility of establishing self-government structures within PTTK, which regulations are approved by the Main Board of PTTK.

#### Art. 9

1. PTTK shall fulfil its statutory objectives and tasks through the following:
  - 1) protection and creative development of the ideas of their predecessors – PTT and PTK, and multiplying their material heritage,
  - 2) promotion of sightseeing among youths and encouraging the young people to practise various forms of tourism, including qualified tourism,
  - 3) promotion of active recreation,
  - 4) creating opportunities to participate in tourist, recreation and sightseeing events organised by PTTK, to use its mountain huts and hostels, waterside hostels, and other tourist facilities for everybody willing to use them,
  - 5) promotion of intellectual heritage of PTTK, in particular by The Kazimierz Kulwieć Central PTTK Library in Warsaw, PTTK Centre of Mountain Tourism with Central Mountain Library in Cracow, The Waldemar Doniec PTTK Centre of Sightseeing Photography in Łódź, The National PTTK Centre of Underwater Training to the PTTK Commission of Underwater Activity in Warsaw, PTTK Centre of Water Tourism in Warsaw, regional sightseeing workshops and museums of PTTK,
  - 6) activities for prudent and rational utilisation of natural resources and cultural heritage, and promotion of the idea of preserving these values for the future generations,
  - 7) supporting activities which will tend to strengthen the features typical for the individual regions being the important elements of national identity of the inhabitants of Poland,
  - 8) contacts and cooperation with national, foreign and international organisations dealing with tourism,
  - 9) representing the interests of tourists and sightseers before the public authorities, including the submission of demands and proposals of the applicable legal regulations, and performing tasks delegated by the government and self-government administration, especially connected with tracing, marking and maintaining tourist trails.
2. The activities of PTTK include as follows:
  - 1) enabling tourists and sightseers to gather in the organisational units of PTTK and to use first of all every form of its activities,
  - 2) developing the qualified tourism in all forms,
  - 3) organising and servicing tourist trips and other tourist and sightseeing events,
  - 4) developing a wide range of the forms of active tourism, recreation and sports in connection with tourist events,
  - 5) tracing, marking and maintaining tourist trails,

- 6) training and developing social and professional tourist and sightseeing staff, conferring the appropriate tourist qualifications,
- 7) training and developing teachers in their preparation to the fulfillment of statutory objectives and tasks of PTTK,
- 8) establishing and conferring tourist and sightseeing distinctions,
- 9) organising and supporting efforts to secure, protect and preserve natural and cultural resources of Poland, especially through publishing activity, establishing and conducting museums, collections, libraries, sightseeing workshops, etc.,
- 10) developing cultural activity concerning tourism and sightseeing, and forming the tourist customs,
- 11) documenting and promoting the accomplishments of outstanding tourist and sightseeing personalities, history and achievements of PTTK and its predecessors,
- 12) running tourist and sport rentals, and service centers,
- 13) manufacturing tourist souvenirs, and sport and tourist equipment,
- 14) building and maintaining tourist, gastronomic and sport facilities and others important to the tourists,
- 15) initiating, managing and supporting works, including the research works resulting from objectives of PTTK,
- 16) organising inbound and outbound tourism.

### **Chapter III**

#### **PTTK MEMBERS, THEIR RIGHTS AND OBLIGATIONS**

##### Art. 10

1. A member of PTTK becomes a person who is interested in the fulfillment of statutory objectives of the Society and who declares the observance of the Statutes of PTTK.
2. The membership is voluntary.

##### Art. 11

1. PTTK focuses the following members:
  - 1) regular,
  - 2) supporting.
2. The regular members of PTTK group together in PTTK branches.

##### Art. 12

1. The following persons may become regular members of PTTK:
  - 1) a Polish citizen or a foreigner who has full legal capacity and is not deprived of his civic rights,
  - 2) a minor from 16 to 18 years of age who has limited legal capacity,
  - 3) a minor under the age of 16 upon the consent of his statutory representatives.
2. The PTTK membership is commenced when a declaration is submitted in a PTTK branch, including e-declaration, which is the declaration to fulfill the objectives and observe the Statutes of PTTK, and also to pay membership fee and registration fee.

##### Art. 13

1. A regular member of PTTK has a right to the following:

- 1) participate in the activities of PTTK,
  - 2) submit proposals concerning the activities of PTTK,
  - 3) benefit from assistance, use facilities and equipment of PTTK,
  - 4) acquire competencies of the Society's staff according to the regulations established by the Main Board of PTTK,
  - 5) elect and be elected to PTTK authorities,
  - 6) benefit from using the PTTK emblem and the organisational badge solely to underline the belonging to PTTK,
  - 7) is entitled to other benefits arising from the resolutions of the Main Board of PTTK and agreements and contracts made by PTTK authorities.
2. A minor regular member of PTTK is entitled to the benefits arising from Para 1, item 1) to 4), 6), 7), and those defined in Para 1 item 5) taking into account the regulations in Para 4 and 4.
  3. A minor regular member of PTTK from 16 to 18 years of age who has limited legal capacity has the right to exercise active and passive voting rights, provided that the majority of PTTK authorities must be persons having full legal capacity.
  4. A minor regular member of PTTK under the age of 16 has no right to participate in voting on the meeting of members, and he cannot exercise active and passive voting rights. If the PTTK organisational unit consists of only minors they may elect and be elected to the authorities of that unit.

#### Art. 14

A regular member of PTTK is obliged to the following:

- 1) respect the Statutes provisions, regulations and resolutions of the PTTK authorities,
- 2) participate in the activity of PTTK, promote aims and objectives of PTTK, proudly represent PTTK,
- 3) protect natural resources and cultural heritage of Poland,
- 4) take care of PTTK property,
- 5) pay the membership fee in his PTTK branch on a regular basis.

#### Art. 15

1. The PTTK regular members, especially those who distinguishably contributed to the development of tourism and sightseeing in Poland may be awarded the status of the Honorary Member of PTTK.
2. The Honorary Members of PTTK are exempt from the duty of paying the membership fee.

#### Art. 16

1. The regular membership shall be terminated in the event of the following:
  - 1) death of a member,
  - 2) submission of the written statement of resignation from membership,
  - 3) arrears in the payment of membership fees for more than three months.
2. The regular membership shall be lost in the event of the following:
  - 1) exclusion of a member by final judgement of the disciplinary committee,
  - 2) loss of public rights by virtue of the court judgement,
  - 3) partial or total incapacitation of the member.
3. In the event of membership termination pursuant to the procedure referred to in Para 1 of this Article, a notice is not required.
4. In the event of membership termination referred to in Para 1 item3), payment of the arrears and current fees restores the membership preserving its continuity.

Art. 17

1. A legal person, an organisational unit without legal personality, or a natural person who supports the activity of PTTK and accepts the Statutes and who declares to pay a membership fee in amount determined by the resolution of the Main Board or a specific Branch Board of PTTK, may become a supporting member of PTTK.
2. A supporting member is accepted by the Main Board or the Branch Board of PTTK.

Art. 18

The supporting member has the right to the following:

- 1) participate in the assemblies of PTTK personally or by the authorised representative, in an advisory role,
- 2) submit proposals concerning the activities of PTTK,
- 3) benefit from other competencies on the basis established by the resolutions of the respective Branch Board of PTTK.

**Chapter IV**

**SUPREME AND CENTRAL AUTHORITIES OF PTTK**

Art. 19

1. The supreme authority of PTTK is the General Assembly.
2. Central authorities of PTTK are:
  - 1) The Main Board,
  - 2) The Chief Audit Committee,
  - 3) The Chief Peer Arbitration Court.

Art. 20

1. The central authorities of PTTK come from elections.
2. There is no possibility of combining functions in the central authorities mentioned in Art. 19 Para 2.
3. There is no possibility of combining functions in the central authorities with the business activity carried out on the basis of PTTK property or showing the conflicts of interests with business activity of PTTK.
4. A person convicted for an intentional crime or fiscal crime by a final court sentence cannot be a member of PTTK authorities.
5. Elections are valid if at least half of delegates entitled to vote participate in voting.

Art. 21

1. The term of office of PTTK central authorities is four years.
2. The Presidents of PTTK central authorities may serve their function no longer than two terms time.
3. Delegates to the General Assembly keep the validity of their mandates until the next Ordinary General Assembly is convened. Filling the vacant electoral mandate during the term of office shall be done through the by-elections.

Art. 22

The Main Board, the Chief Audit Committee and the Chief Peer Arbitration Court have the right to co-opt new members in order to fill vacancies during the term of office. The number of co-opted members may not exceed one third of the number of elected members.

Art. 23

1. The resolutions of PTTK authorities are passed by a simple majority of votes at the presence of at least a half of the total number of members having the voting rights, unless the Statutes provide otherwise.
2. PTTK authorities may accept the electronic form of passing resolutions, by specifying in their regulations the formal requirements concerning such manifestation of will, and the scope of matters considered by this method.

**A. GENERAL ASSEMBLY OF PTTK**

Art. 24

1. The General Assembly may be ordinary or extraordinary.
2. The competencies of the General Assembly are as follows:
  - 1) definition of strategies and lines of actions of the Society,
  - 2) consideration and approval of reports of the Main Board, Chief Audit Committee and Chief Peer Arbitration Court,
  - 3) determination of rules on the election of central authority members and their number,
  - 4) election of members of the Main Board, Chief Audit Committee and Chief Peer Arbitration Court,
  - 5) granting, by the absolute majority of votes through a secret ballot, the vote of acceptance to the members of the Chief Audit Committee who are performing their functions during the expiring term of office, upon request of the Main Board,
  - 6) consideration of motions proposed by delegates and the main authority,
  - 7) conferring the dignity of the PTTK Honorary Member upon the request of the Main Board,
  - 8) adoption of the PTTK Statutes and the amendments to the Statutes,
  - 9) passing resolutions on the dissolution of the PTTK and the disposition of its assets,
  - 10) passing resolutions on other matters demanding the decision of the General Assembly.

Art. 25

1. The following persons participate in the General Assembly:
  - 1) with the casting vote – delegates elected on the regional conferences of the PTTK branches covering all units in the respective province according to the electoral regulations adopted by the Main Board, while maintaining the principle of proportionality to the number of regular members, who have the membership fee paid in the recent year preceding the adoption of the resolution on convening the General Assembly of PTTK, and being associated in all branches where the delegates have the rights to participate in the regional conference.
  - 2) with the advisory vote – persons who are not delegates: the members of the main authority, the Honorary Members of PTTK, the representatives of the supporting members and the persons invited.
2. The Ordinary General Assembly is convened by the Main Board every four years.



3. The Main Board shall notify all delegates of the date, the place and the agenda of the General Assembly at least 30 days before the date of the Assembly.
4. The General Assembly deliberates on the basis of regulations adopted thereby, and the draft of which has been presented by the Main Board.

Art. 26

1. The Extraordinary General Assembly is convened:
  - 1) on the initiative of the Main Board,
  - 2) at the written request of:
    - a) The Chief Audit Committee,
    - b) at least one fourth of the number of delegates,
    - c) at least one fourth of the overall number of branches.
2. The Extraordinary General Assembly is convened by the Main Board within three months from the date of submitting the request, referred to in Para 1 item 2).
3. The Extraordinary General Assembly deliberates on the matters for which it has been called.
4. The delegates elected for the recent Ordinary General Assembly take part in the Extraordinary General Assembly.

Art. 27

1. Delegates to the General Assembly are elected on the basis of the electoral law adopted by the Main Board of PTTK.
2. The election of delegates is held with the preservation of the rule of universality, equality, secrecy and proportionality, defined by the number of members with the paid membership fee for the previous year.

Art. 28

1. Elections of all levels of PTTK authorities shall be held in the secret ballot with the preservation of the principles of universality and equality.
2. The candidates, who have received the largest number of votes and more than a half of the valid votes, will be considered the elected.
3. If in the election of authority's members or delegates, the full number of members or delegates is not elected, the by-elections shall be conducted. Only candidates who have not been elected in the primary elections and consecutively received the highest number of votes, can take part in the by-elections. The number of candidates in the by-elections cannot be more than twice the number of persons elected in this round of voting. In the by-elections the rule referred to in Para 2 is applied.
4. In the event that the elections of authorities or delegates have still no results, the additional elections is conducted. Only candidates who have not been elected in the by-elections and consecutively received the highest number of votes, can take part in the additional elections. The number of candidates in the additional elections cannot be more than twice the number of persons elected in this round of voting. A simple majority of votes shall decide on the results in the additional elections.

**B. MAIN BOARD OF PTTK**

Art. 29

1. The Main Board shall manage the whole activity of PTTK in the periods between the General Assemblies and is responsible for its actions before the General Assembly of PTTK.
2. The Main Board consists of 15 to 21 members.
3. The Main Board selects the Presidium out of its members, including the President, 2 or 3 Vice-Presidents, and the Treasurer, and appoints the General Secretary who is the member of the Presidium. The number of members of the Presidium cannot exceed 30% of the personal composition of the Main Board.

#### Art. 30

1. The Main Board shall:
  - 1) pursue the trends in PTTK activities and development defined by the resolutions of the General Assembly of PTTK,
  - 2) decide on trends in PTTK activities and development in the period between the General Assemblies,
  - 3) supervise the fulfilment of the resolutions of the General Assembly and own resolutions,
  - 4) take attitudes, on behalf of PTTK, towards socially important issues,
  - 5) define tasks on programme and organisation of the Society,
  - 6) define the economic and financial policy of the Society,
  - 7) prepare a draft of the Society strategy for the consideration by PTTK General Assembly,
  - 8) have other competencies defined in the Statutes of PTTK and assigned by the General Assembly.
2. The following matters, performed in the form of resolutions, fall within the exclusive competence of the Main Board:
  - 1) convening the General Assembly, adopting the draft of a resolution on the regulations of the General Assembly,
  - 2) adopting the electoral law,
  - 3) settlement of the amount of registration fee and membership fee for regular members, and a minimum fee for supporting members,
  - 4) presenting to the General Assembly the requests to confer the dignity of the Honorary Member of PTTK,
  - 5) adopting the annual budget and budgetary implementation statements,
  - 6) considering the annual reports of the Presidium of the PTTK Main Board, including the approval of financial statements,
  - 7) establishing commissions, councils and teams, and approving their regulations,
  - 8) adopting the model statutes for a PTTK branch, the regulations for the Main Board, the Presidium of Main Board, and organisational units of PTTK,
  - 9) appointing the business units for which the founding body is the Main Board, and adopting resolutions on their regulations,
  - 10) establishing distinctions and honorary titles in PTTK,
  - 11) setting principles of the usage of the name, logo and organisational badge of PTTK,
  - 12) deciding on disposal and encumbrance of PTTK real property,
  - 13) adopting resolutions on guides' activity and the principles of guides' self-government regulations,
  - 14) deciding on PTTK participation in the international and other Polish organisations,
  - 15) giving consent to establishing regional units with legal personality and also regional units without legal personality.
3. The competence of the Main Board includes also the following:
  - a. current assessment of the Presidium of the Main Board,
  - b. consideration of responses of the Presidium of the Main Board to parliamentary questions of the members of PTTK central authorities,

- c. reviewing appeals against the decisions of the Presidium of the Main Board on the matters of branches determined in the Statutes of PTTK.

#### Art. 31

1. The Presidium of the Main Board, as its executive body, shall manage the operations of PTTK in the periods between meetings of the Main Board and make decisions on all matters concerning PTTK activity, except the matters reserved for the exclusive competence of the Main Board.

The Presidium of the Main Board deals with the following:

- 1) manages current activity of PTTK and represents the Society before the third parties,
  - 2) coordinates and supervises the operation of main organisational and economic units of PTTK, gives the direction for their work and evaluates their activity,
  - 3) implements the resolutions of the General Assembly and Main Board and creates the conditions for their implementation by organisational units and members of PTTK,
  - 4) works out a draft of PTTK annual budget and budgetary implementation report, then presents them and the financial statement to be approved by the Main Board, with the opinion of the Chief Audit Committee,
  - 5) adopts resolutions on property matters, except the matters reserved for the exclusive competence of the Main Board,
  - 6) decides on the execution of the right of pre-emption concerning the property of PTTK branch,
  - 7) gives consent to use the name and logo of PTTK,
  - 8) establishes the national tourist and sightseeing badges,
  - 9) gives opinions on candidates suitable to perform managerial duties in an office of the Main Board and organisational and economic units appointed by the Main Board,
  - 10) co-operates with institutions and organisations in Poland and abroad,
  - 11) issues the administrative, financial and economic instructions,
  - 12) decides on matters concerning PTTK branches, defined in the Statutes of PTTK,
  - 13) performs other functions defined in the Statutes and appointed by the General Assembly and the Main Board.
2. The President of the Main Board presents to the Presidium the statements by the Chief Audit Committee at one of the forthcoming meetings and responds to them within 30 days from the date of meeting. The President of the Main Board presents to the Main Board the statements by the Chief Audit Committee and the given reply at one of the forthcoming meetings of the Main Board.

#### Art. 32

1. Meetings of the Main Board are held according to the needs, however not less than six times a year.
2. Meetings of the Presidium of the Main Board are held according to the needs, however not less than ten times a year.

#### Art. 33

1. The specialist advisory bodies of the Main Board are commissions, councils and teams.
2. The standing commissions of the Main Board are as follows:
  - 1) Commission of Mountain Hiking Tourism,
  - 2) Commission of Horse Riding Tourism,
  - 3) Commission of Canoeing Tourism,

- 4) Commission of Cycling Tourism,
  - 5) Commission of Motorised Tourism,
  - 6) Commission of Ski-running Tourism,
  - 7) Commission of Foot Tourism,
  - 8) Commission of Sailing Tourism,
  - 9) Commission of Underwater Activities,
  - 10) Commission of Orienteering,
  - 11) Commission of Sightseeing,
  - 12) Commission of Sightseeing Photography,
  - 13) Commission of Nature Conservation,
  - 14) Commission of Monuments Protection,
  - 15) Commission of Guiding.
3. Besides the Commissions mentioned above in Para 2, the Main Board may establish other commissions, councils and teams.
  4. The Chairmen of commissions, councils and teams are invited to the meetings of the Main Board, and participate in the meeting in an advisory capacity, if the subject the meeting is related to the scope of their activity.

#### Art. 34

The scope of activity of commissions, councils and teams includes the issues related to the implementation of goals and task of PTTK in the field of their activity, including the expert advice to the Main Board, formulating a policy in a particular field and supporting competent branch commissions and clubs.

#### Art. 35

1. The standing commissions are elected by members of Conferences which are convened by the commission within three months after the General Assembly, and their regulations are to be approved by the General Assembly. The term of office of the commission is the period between Conferences.
2. The scope and mode of activity, and organisation and principles of establishing commissions, councils and teams are defined in the rules adopted by the Main Board.

### **C. CHIEF AUDIT COMMITTEE**

#### Art. 36

1. The Chief Audit Committee consists of 15 to 19 members elected by the General Assembly.
2. The Chief Audit Committee shall elect its Chairman, Vice-Chairmen and Secretary out of its members.
3. The Chief Audit Committee may elect the Presidium out of its members and determine its competence.

#### Art. 37

1. The Chief Audit Committee acts independently from the Main Board of PTTK.
2. The following persons cannot become a member of the Chief Audit Committee:
  - 1) a person referred to in Art.20, items 2 and 4,
  - 2) a person who is related by marriage, civil partnership, close or distant relations with a member of the Main Board of PTTK.

3. A member of the Chief Audit Committee may obtain due to his function, the reimbursement of reasonable expenses in amounts not exceeding those defined in the applicable law on remuneration of persons due to managerial functions performed in particular legal entities.
4. The Chief Audit Committee is the controlling body of the whole activity of PTTK.
5. The Chief Audit Committee operates in the following fields:
  - 1) controls the activity of the Main Board and its units in relation to the programme and organisation, with regard to the compliance with the provisions of law, the Statutes of PTTK, and the resolutions of the General Assembly,
  - 2) controls the financial and business activity of the Main Board, based on the property managed directly by PTTK and contributed to other economic entities, in particular regarding compliance with provisions of law, effectiveness, principles of economy, and reliability,
  - 3) presents to the Main Board information of results of the control, after-control conclusions and suggestions, and in particular cases personal proposals,
  - 4) selects an entity qualified to audit financial statements of PTTK,
  - 5) presents to the Main Board opinions and remarks concerning the implementation of budget,
  - 6) presents to the Main Board opinions, comments and proposal for the annual financial statement.
6. The Chief Audit Committee is entitled to control their activities on behalf of PTTK as a shareholder of a commercial company.

Art. 38

The President of the Chief Audit Committee and the members of the Committee authorised by him, have the right to participate in meetings of the other central authority of PTTK in an advisory role.

Art. 39

1. The Chief Audit Committee shall submit its activity report to the General Assembly.
2. The Chief Audit Committee shall present to the General Assembly a proposal on giving a vote of acceptance to the particular members of the Main Board performing their functions during the expiring term of office.
3. If the members of the Main Board do not gain a vote of acceptance, they will be excluded from running for seats in PTTK authorities in the coming term of office.

Art. 40

1. The Chief Audit Committee shall co-operate with the local audit committees of the organisational units of PTTK.
2. The detailed principles of operation of the Chief Audit Committee and the procedure during the inspection are defined by the regulations adopted by the Chief Audit Committee.

Art. 41

The Chief Audit Committee shall adopt the model regulations for the local Audit Committees of the organisational units of PTTK.

**D. CHIEF PEER ARBITRATION COURT**

Art. 42

1. The Chief Peer Arbitration Court consists of 15 to 19 members elected by the General

Assembly.

2. The Chief Peer Arbitration Court shall elect, out of its members, Chairman, Vice-Chairmen and Secretary, and the chairpersons of local adjudicating teams.
3. The Chief Peer Arbitration Court may appoint its Presidium and the local teams.

#### Art. 43

1. The Chief Peer Arbitration Court shall operate as:
  - 1) the Honorary Court for members of PTTK,
  - 2) the standing arbitration court, providing the arbitration clause, in the cases related to property between PTTK branches, between PTTK branches and PTTK, between regional PTTK units with legal personality, between regional PTTK units with legal personality and PTTK, and between PTTK, PTTK branches, regional PTTK units with legal personality and other business entities,
  - 3) a body which can interpret the Statutes of PTTK and adjudicate about consistency of the resolutions with the Statutes of PTTK, the statutes of PTTK branches and the provisions of law.
2. The Chief Peer Arbitration Court acting as the honorary court shall consider in particular any matters relating to the breach of the Statutes, decisions or resolutions of PTTK authorities, unethical conduct in membership activity, and other offences against the interests of a member of PTTK or the Society.

#### Art. 44

1. Proceedings before the Chief Peer Arbitration Court consist of two instances.
2. As a court of first instance the Chief Peer Arbitration Court shall adjudicate in the following:
  - 1) matters of the members of central authorities of PTTK arising from their activity in the authorities, members of authorities of regional units, which have not elected the branch peer arbitration court, in matter arising from their activity in PTTK,
  - 2) property matters between units mentioned in Art.43, item 1.2) of the Statutes.
3. As a court of second instance the Chief Peer Arbitration Court shall adjudicate in appeals against decisions of the Branch Peer Arbitration Court and decisions of the Chief Peer Arbitration Court in the first instance.
4. The Chief Peer Arbitration Court as a court of first instance shall adjudicate in the three-person boards.
5. The review of appeals against decisions of the branch peer arbitration court shall be conducted by the three-person boards, but the review of appeals against decisions of the Chief Peer Arbitration Court in the first instance shall be conducted in the five-person boards. The President of the Chief Peer Arbitration Court may direct an appeal against the decision of the branch peer arbitration court to be reviewed by the five-persons board, if it is considered appropriate in view of legal difficulty or a precedent character of the matter covered by the case subject.
6. The judgements of the Chief Peer Arbitration Court in the first instance may be subject to a right of appeal to the same court of the second instance within 30 days from the date of the receipt of the judgement.
7. The judgements of the Chief Peer Arbitration Court in the second instance cannot be appealed, with the exception of the penalty of exclusion from PTTK; the judgement of this penalty may be subject to a right of appeal within 30 days from the date of the receipt of the judgement in a written form, to the Chief Peer Arbitration Court which shall examine the appeal in plenary session with at least two thirds of the court composition.
8. In property matters the party concerned may require to set aside the decision of the Chief Peer

Arbitration Court by bringing the complaint to the competent common court, pursuant to the Polish Code of Civil Proceedings.

9. The Chief Peer Arbitration Court may, at its own initiative where justified or at the request of either party, take the hearing of the cases in respect of which the Branch Peer Arbitration Court is competent.
10. Prior to the appointment of the Arbitral Board, the President of the Chief Peer Arbitration Court may refer the matter for mediation, or take other measures aiming to an amicable settlement of the dispute by the person designated by the court.
11. The Arbitral Boards of the Chief Peer Arbitration Court are assisted by a court reporter.

#### Art. 45

1. The Chief Peer Arbitration Court shall adopt resolutions sitting in plenary sessions on the following matters:
  - 1) interpretation of the Statutes of PTTK,
  - 2) ruling on the concordance of the resolutions of PTTK authorities with the Statutes of PTTK and the law,
  - 3) ruling on the concordance of the resolutions of PTTK branch authorities with the Statutes of PTTK, the statutes of Branch Office and the law, upon a motion of the Branch Board or branch Audit Committees.
2. In ruling on the concordance of the resolutions with the statutes and the law, the Chief Peer Arbitration Court shall examine the content of these resolutions and also competence of the authorities, and meeting the statutory requirements to pass a resolution. The judgement may refer to the full resolution or to its particular provisions.
3. The resolution stating non-concordance of a resolution of PTTK Authorities with the Statutes of PTTK or the provisions of law shall be submitted by the President of the Chief Peer Arbitration Court to the following:
  - 1) PTTK Authority who has adopted the resolution,
  - 2) proposers of motions,
  - 3) the Main Board and also the Chief Audit Committee, if the resolution concerns the Main Board.

#### Art. 46

1. The Chief Peer Arbitration Court shall impose the following organisational penalties:
  - 1) warning,
  - 2) reprimand,
  - 3) suspension from membership for a period from one to three years,
  - 4) exclusion from PTTK,and as primary or additional penalties:
  - 5) depriving the PTTK programme staff of the responsibilities and authority,
  - 6) depriving PTTK and PTTK organisational units of honorary distinctions.
2. A person excluded from PTTK may not re-apply to become a member before five years from the date of the final judgement of exclusion.
3. Organisational penalties shall be erased:
  - 1) penalty referred to in Para 1, points 1) and 2) – after the lapse of one year,
  - 2) penalty referred to in Para 1, point 3) – three years after the expiry of the exclusion period,
  - 3) penalty referred to in Para 1, point 4) - after the lapse of ten years,
  - 4) penalty referred to in Para 1, points 5) and 6)- after the lapse of five years.
4. The Chief Peer Arbitration Court keeps the central register of final judgements of penalties.
5. The Chief Peer Arbitration Court may decide on a fault without imposing a penalty.

Art. 47

1. In the event that a judgement of The Branch Peer Arbitration Court is set aside by the Chief Peer Arbitration Court and referred back to it, the legal assessment and indications for future actions included in the justification are binding on the Peer Arbitration Court which examines this case.
2. The final judgement shall be binding not only for the Chief Peer Arbitration Court but also other peer arbitration courts of PTTK, to the extent that it is enforceable. The enforcement actions required to be undertaken within 14 days from the receipt of this judgement.

Art. 48

The President of the Chief Peer Arbitration Court and members of the Court authorised by him are entitled to participate in the meetings of the other central authorities in an advisory capacity.

Art. 49

1. The detailed rules for operation and proceedings held before the Chief Peer Arbitration Court are defined in the regulations adopted by the Chief Peer Arbitration Court.
2. In dealing with property cases, the President of the Chief Peer Arbitration Court may appoint arbitrators from outside of the Chief Peer Arbitration Court but having legal education and practice and who are not involved with any of the parties, as the members of adjudicating bodies. In that event the adjudicating body shall be presided by a member of the Chief Peer Arbitration Court.

## **Chapter V**

### **ORGANISATIONAL UNITS OF PTTK**

#### **A. BRANCHES OF PTTK**

Art. 50

1. A branch of PTTK is created with the acceptance of the Main Board of PTTK expressed in the form of resolution. The resolution on the creation of a new branch or separation from the already existing one, may be adopted by the meeting of at least 50 regular members of PTTK.
2. The resolution on the creation of a new branch shall define the following:
  - 1) area of branch activity,
  - 2) seat of the branch authorities,
  - 3) name of the branch which describes the character of branch (regional, company, environmental, etc.); The branch may be named after a person distinguished in service to Poland, region, sightseeing or tourism; the name may be connected with memorizing a historical fact or place.
  - 4) goals accepted by the branch in accordance with PTTK goals.
3. The Main Board shall keep the register of branches.

Art. 51

1. The branch of PTTK shall implement objectives specified in the Statutes of PTTK.
2. On the assembly the branch of PTTK may accept its own statutes, which cannot be inconsistent with the provisions of the Statutes of PTTK.



3. The branch is supervised by the central authorities of PTTK in the field of compliance with the principles of rational management of assets entrusted by the Main Board of PTTK and targeted subsidies granted by the Main Board of PTTK.
4. The branch of PTTK shall transfer a part of membership fees to the Main Board of PTTK, on the basis agreed by the Main Board of PTTK..

#### Art. 52

1. The Branch General Assembly is the main authority of the branch.
2. The Branch General Assembly can be ordinary and extraordinary.
3. The authorities of branch are the following:
  - 1) The Branch Board,
  - 2) The Branch Audit Committee,
  - 3) The Branch Peer Arbitration Court, if the Branch General Assembly adopts a resolution on establishing the Branch Peer Arbitration Court.

#### Art. 53

1. The Branch Authorities are elected. Their term of office is four years but can be shortened to two years by the resolution of the Branch General Assembly.
2. The functions in the Branch Authorities referred to in Art. 52 Para 3 cannot be combined.
3. The functions in the Branch Authorities cannot be combined with the business activity conducted on the basis of PTTK branch assets, or which presents conflict of interests with the business activity of PTTK.
4. Resolutions of the Branch Authorities are passed by the ordinary majority of votes in the presence of at least a half of all members entitled to vote, unless the Statutes provide otherwise.
5. The Branch Authorities may accept an electronic form of passing resolutions by defining in their regulations the formal requirements of such manifestation of will, and the scope of matters to be considered in that manner.
6. The elections to the Branch Authorities are conducted according to the electoral law adopted by the Main Board of PTTK.
7. The electoral mandates of delegates to the Branch General Assembly remain valid till the foregoing Branch Ordinary Assembly, with regard to the provisions of Art. 58 Para 4.

#### Art. 54

1. The Branch Board, the Branch Audit Committee, and the Branch Peer Arbitration Court have a right to co-opt new members for the seats that have become vacant during the term of office. The number of co-opted new members may not exceed one third of the number of elected members.
2. If the co-optation procedure is exhausted, the by-elections shall be conducted by the Branch General Assembly and new members are elected to fill vacant seats.

#### Art. 55

Competences of the Branch General Assembly are the following:

- 1) adopting the Statutes of Branch and amendments to the Statutes pursuant to provisions of Art.51 Para 2, and defining goals for activity pursuant to Art. 50 Para 3.4),
- 2) reviewing and adopting reports of the Branch Board, the Branch Audit Committee, and the Branch Peer Arbitration Court, if it was established,

- 3) passing resolutions on the approval of annual financial statements, if provided in the Branch Statutes,
- 4) granting, by the absolute majority of votes, the vote of acceptance to the members of the Branch Board who are performing their functions during the expiring term of office, upon request of the Branch Audit Committee; non-granting the vote of acceptance shall exclude the right to stand as a candidate in the coming term of office,
- 5) electing members of the Branch Board, the Branch Audit Committee, and the Branch Peer Arbitration Court, and delegates to the regional conference of branches,
- 6) reviewing proposals submitted by circles, clubs and branch members,
- 7) adopting proposals at the General Assembly of PTTK or the regional conference of branches,
- 8) passing the resolution on dissolution of the branch,
- 9) in the event of adoption of the resolution on dissolution of the branch, establishing a liquidation commission or liquidator of the branch.
- 10) passing other resolutions which require the decision of the Branch General Assembly.

#### Art. 56

1. The following members with a deciding vote participate in the Branch General Assembly:
  - 1) in case of a branch of not more than two circles or clubs, or no less than 50 regular members - all members of the Branch,
  - 2) in case of a branch of more than three circles or clubs, or at least 50 regular members – delegates elected during the general meetings of circles or clubs according to the list adopted by the Branch Board, following the electoral key defined in the electoral law accepted by the Main Board, or all members of the Branch.
2. As the members with an advisory vote, honorary members of PTTK, representatives of the supporting branch members, representatives of the central authorities of PTTK, members of the outgoing branch authorities, the chairmen of commissions and bodies of the Branch Board, and other persons invited, participate in the Branch General Assembly.
3. The Branch General Assembly may be convened with maintaining the principle of the second term. The notice on convening the Branch General Assembly should include the first term and the second one, and the agenda.
4. The Branch General Assembly held in the second term has the authority to pass resolutions regardless the number of members entitled to vote.
5. The Branch General Assembly held in the second term shall consider only matters included in the agenda specified in the notice on its convening.

#### Art. 57

1. The Branch General Assembly shall be held according to the needs, and not less than every four years.
2. The Branch General Assembly shall inform members or delegates about the date, the place and the agenda at least 14 days before the date of the Assembly, enclosing its report or indicating the place and the date where the report is made available for review.
3. The Branch General Assembly shall proceed on the basis of the rules adopted thereby, which draft is presented by the Branch Board.

#### Art. 58

1. The Extraordinary General Assembly of Branch is convened by the Branch Board before its term of office expires, at its own initiative or at the request of the Main Board of PTTK, the

Branch Audit Committee, one third of the number of branch members, or one third of the number of circles and clubs of the Branch, if the Branch consists of at least three circles or clubs.

2. The Extraordinary General Assembly of Branch is convened by the Branch Board within one month of the date of the submission of a request.
3. The Extraordinary General Assembly of Branch shall consider the matters for which it was convened.
4. The Extraordinary General Assembly of Branch is attended by the delegates who were elected to the last Ordinary General Assembly of Branch, unless the electing units chose new delegates according to the applicable electoral law.

#### Art. 59

1. The Branch Board shall manage the branch in a period between the assemblies, and it is responsible for its activity to the Branch General Assembly.
2. The Branch Board consists of at least five members elected by the Branch Board.
3. The Branch Board shall elect in voting by a secret ballot, the President, the Vice-President or Vice-Presidents, the Secretary and the Treasurer from among its members.
4. The Branch Board may comprise a member-in office of the Branch Board appointed by the Branch Board, if he was not elected by the Board General Assembly.
5. The Presidium shall be the internal body of the Branch Board which comprises the President, the Vice- President, the Secretary and the Treasurer. The Presidium shall manage the operations in the periods between meetings of the Board within the scope determined by the Branch Board, including preparing and convening meetings of the Board and preparing materials for these meetings.
6. Meetings of the Branch Board are held according to the needs, however not less than four times a year.

#### Art. 60

1. The Branch Board shall do as follows:
2.
  - 1) implement resolutions of the Branch Assembly , the General Assembly of PTTK, and create conditions for their implementation by organisational units and members of PTTK,
  - 2) organise tourist and sightseeing activity defined in the Statutes of PTTK and the Statutes of Branch, for the members of PTTK and individuals non-associated in PTTK,
  - 3) represent the Branch,
  - 4) establish and dissolve circles and clubs, and supervise their activity,
  - 5) manage the assets of the Branch and run its funds,
  - 6) adopt the annual budget of the Branch and accept the report on its implementation,
  - 7) approve annual financial statements,
  - 8) establish the branch business units,
  - 9) make decisions on accession of the Branch to regional units, referred to in Art. 82 of the Statutes of PTTK,
  - 10) provide the Branch Assembly with activity reports and present information on its activity to the Main Board of PTTK,
  - 11) appoint and dismiss managers of its own business units and representatives of the Branch in business units governed by commercial law,
  - 12) decide on tourist and sightseeing badges in the Branch,
  - 13) conduct trainings for PTTK members,
  - 14) undertake other actions concerning the implementation of statutory goals of PTTK.

3. The President of Branch Board presents to the Branch Board the statements of the Branch Audit Committee and the Branch Peer Arbitration Court at the forthcoming meeting, with regard to these statements not later than at the next meeting.

Art. 61

The detailed competences and tasks, the principles of convening meetings, and the mode of the Board operation are defined in the regulations of the Branch Board adopted by the Branch Board.

Art. 62

1. The Branch Board may establish commissions, councils and teams according to existing needs, and appoint the composition of these bodies.
2. The Branch Board may entrust functions of commission, council or team to appropriate circles or clubs in PTTK.
3. The scope of operation of commissions, councils and teams established by the Branch Board includes the issues connected with the implementation of goals and tasks of the branch in the field they represent, including advice to the Branch Board.
4. Commissions, councils and teams operate in accordance with the regulations adopted by the Branch Board.

Art. 63

1. The Branch Audit Committee consists of at least three members elected by the Branch General Assembly, but the branch conducting business activity consists of at least five members elected by the Branch General Assembly.
2. The Branch Audit Committee shall elect in voting by a secret ballot, the Chairman, the Vice-Chairman, and the Secretary from among its members.
3. The provisions of Art. 37, Para 1, 2, and 3 shall apply accordingly.

Art. 64

1. The Branch Audit Committee is a body that controls the whole activity of the Branch.
2. The Branch Audit Committee shall do, including the following:
  - 1) control the activity of the Branch Board and its units, including financial and business activities, for compliance with the provisions of law, the Statutes of Branch, resolutions of the Branch Assembly, the Statutes of PTTK, the General Assembly of PTTK, and the principles of economy and reliability,
  - 2) define principles of operation and supervise the Audit Committees of circles and clubs,
  - 3) control financial and business activities of the Branch Board concerning the assets managed directly by the Branch or transferred to other business entities,
  - 4) present to the Branch Board information on the control findings, and comments, conclusions, post-control recommendations, and in special cases, staff-related proposals,
  - 5) present to the Branch Board an opinion on annual financial statement, and budget and its implementation,
  - 6) submit to the Branch Assembly the report of its activity and the request of giving a vote of approval to the members of the Branch Board who perform their functions during the expiring term of office.

Art. 65

1. The Chairman or an authorised member of the Branch Audit Committee is entitled to participate in meetings of the Branch Board in an advisory capacity.
2. The Branch Audit Committee and Audit Committees of circles and clubs shall act in accordance with the regulations adopted by the Chief Audit Committee of PTTK.

Art. 66

1. The Branch Peer Arbitration Court consists of at least five members elected by the Branch General Assembly.
2. The Branch Peer Arbitration Court shall elect in voting by a secret ballot, the President, the Vice-President, and the Secretary from among its members.

Art. 67

1. The competence of the Branch Peer Arbitration Court includes the following:
  - 1) ruling and imposing organisational penalties on members of the Branch, including matters arising out of their activity in PTTK, in particular matters concerning violations of the Statute of PTTK, unethical and unworthy behavior,
  - 2) considering within the limits referred to in Para 1.1), the matters falling under the competence of the Peer Arbitration Court of other PTTK branch, which were referred to the President of Chief Peer Arbitration Court of PTTK,
  - 3) the settlement of disputes between members or organisational units of the Branch arising from their organisational, financial or business activities.
2. Before designating the adjudicating body, the President of the Branch Peer Arbitration Court may submit the matter to mediation, or take other actions aiming at an amicable settlement of the dispute by a person designated from among the members of the Branch Peer Arbitration Court.

Art. 68

1. The Branch Peer Arbitration Court shall impose the following organisational penalties:
  - 1) warning,
  - 2) reprimand,
  - 3) suspension from PTTK membership for a period from one to three years,
  - 4) exclusion from PTTK.
2. The Branch Peer Arbitration Court may decide on a fault without imposing a penalty.
3. The Branch Peer Arbitration Court may request the Chief Peer Arbitration Court for:
  - 1) depriving the PTTK programme staff of the authority,
  - 2) depriving of PTTK honorary distinctions.
4. A person excluded from PTTK may not re-apply to become a PTTK member before five years from the date of the final judgement of exclusion.
5. Organisational penalties shall be erased:
  - 1) penalty referred to in Para 1, points 1) and 2) – after the lapse of one year,
  - 2) penalty referred to in Para 1, point 3) – three years after the expiry of the suspension period,
  - 3) penalty referred to in Para 1, point 4) - after the lapse of ten years,
  - 4) penalty referred to in Para 3 - – after the lapse of five years.

Art. 69

1. The judgements of the Branch Peer Arbitration Court may be subject to a right of appeal to the Chief Peer Arbitration Court of PTTK within 30 days from the date of the receipt of the judgement in the written form.
2. The Branch Peer Arbitration Court keeps the register of final judgements of penalties.

#### Art. 70

The final decision of the Branch Peer Arbitration Court which is binding due to the content of settlement, on other authorities, its organisational units, or members, shall be exercised within fourteen days of the date of the receipt of this decision.

#### Art. 71

The Branch Peer Arbitration Court shall operate based on the regulations adopted by the Chief Peer Arbitration Court of PTTK.

#### Art. 72

The President or the authorised member of the Branch Peer Arbitration Court has a right to participate in meetings of the Branch Board with an advisory vote.

#### Art. 73

1. The Presidium of the Main Board of PTTK may adopt a resolution on the dissolution of the Branch in the event of acts in conflict with the following:
  - 1) the Statutes of PTTK,
  - 2) resolutions of the General Assembly of PTTK,
  - 3) resolutions of the Main Board of PTTK on membership matters,
  - 4) the obligation to inform the Main Board of PTTK of the intention of asset disposal.
2. The Presidium of the Main Board of PTTK shall immediately inform the Main Board of initiating the procedure referred to in Para 1, within fourteen days from the date of making the decision on that matter.
3. The Main Board of PTTK shall consider the appeal on the next meeting. The Branch Board shall be immediately informed of the decision, but within fourteen days at the latest.
4. The decision of the Main Board of PTTK referred to in Para 3 may be appealed to the Chief Peer Arbitration Court within twenty-one days from the notification of that resolution. The notice of appeal should be delivered before the expiry of that period.
5. No appeal shall be available against the judgement of the Chief Peer Arbitration Court.

#### Art. 74

1. The resolution on the Branch dissolution shall be adopted by the Branch General Assembly by a two thirds majority of votes with the presence of at least two thirds of members entitled to vote.
2. In case of the Branch dissolution based on the resolution of the Branch General Assembly, its liquidators are the members of the last Branch Board or liquidation commission appointed by the resolution of the Branch General Assembly.
3. The costs of liquidation of the Branch shall be covered by the assets of the liquidated branch.

### **B. CLUBS AND CIRCLES OF PTTK**

Art. 75

1. The Branch Board shall establish circles or clubs, which are the organisational units of the Branch.
2. The circles established in schools and other educational institutions may use the name: “Tourist and Sightseeing School PTTK Circle”. The operation of this circle is supervised by an adult member of PTTK appointed by the Branch Board in agreement with the school or other educational institution management.

Art. 76

1. A circle may be established by the resolution of the Branch Board on the base of written declaration of at least ten regular members of the PTTK Branch.
2. Circles associate regular members of the PTTK Branch who pay their membership fees.
3. The task of PTTK circle is to organise the tourist and sightseeing activity under the Statutes of PTTK.

Art. 77

1. A club may be established by the resolution of the Branch Board on the base of written declaration of at least ten regular members of the PTTK Branch.
2. A club may associate also the members of other branches of PTTK.
3. The task of PTTK club is to organise and conduct the specialist activity in a specific matter or environment.

Art. 78

1. The General Assembly of a Circle or Club is the supreme authority of a circle or club.
2. The authority of a Circle or Club shall include:
  - 1) The Circle or Club Board,
  - 2) The Circle or Club Audit Committee, provided that the General Assembly adopts the resolution on establishing the Audit Committee of a Circle or Club.
3. The General Assembly of a Circle or Club shall take place once every four year, unless the term of office of the authorities is shortened by the resolution of the General Assembly of a Circle or Club.
4. The General Assembly of a Circle or Club may be convened by maintaining the principle of the second term. The notice on convening the Assembly should include the first term and the second one, and the agenda.
5. The General Assembly of a Circle or Club held in the second term has the authority to pass resolutions regardless the number of members entitled to vote.
6. The General Assembly of a Circle or Club held in the second term shall consider only matters included in the agenda specified in the notice on convening the Assembly.

Art. 79

1. The competence of the General Assembly of the Circle or Club are as follows:
  - 1) reviewing and adopting reports of the Board and Audit Committee,
  - 2) reviewing proposals of members,
  - 3) granting, by the absolute majority of votes, the vote of acceptance to the members of the Board of Circle or Club who are performing their functions during the expiring term of

- office, upon request of the Audit Committee, if it was established; non-granting the vote of acceptance shall exclude the right to stand as a candidate in the coming term of office,
- 4) electing the Board, the Audit Committee and the delegates to the Board General Assembly.
2. The Board of the Circle or Club shall convene the General Assembly, informing members of the place, the date and the agenda at least seven days before the date.
  3. The elections to the circle or club authorities shall be held on the basis of the electoral law adopted by the Main Board of PTTK.

#### Art. 80

1. The Circles and Clubs are financed by membership fees.
2. The Circles and Clubs may establish and collect additional fees intended in full or part to cover costs of activities of a circle or club, independently of PTTK membership fee, which are adopted at their members meetings. Members of clubs from other PTTK branches shall pay only the club fee.
3. The Circles and Clubs may receive grants and donations through the Branch Board, which shall be responsible for keeping appropriate documentation.
4. The Circle or Club may conduct the business activity in order to obtain funds for its programme activity with the consent of the Branch Board and on the terms defined by the Branch Board, within the scope of the applicable provisions of law and the applicable regulations of the Branch.
5. The Branch Board is responsible for the business activity of the Circle or Club.

#### Art. 81

1. The detailed competences and tasks of Circles and Clubs, including the principles of convening meetings and the mode of operation of their Boards, are defined by the regulations of Circles and Clubs adopted by the Branch Board.
2. The Audit Committees of Circles and Clubs shall act according to regulations adopted by the Branch Audit Committee.
3. Art. 53, 54, 59, 60, 63-65, 73, 74 of the Statutes shall apply to Circles and Clubs, as appropriate.

### **C. REGIONAL UNITS OF PTTK**

#### Art. 82

1. The Branches may establish regional units with legal personality or without legal personality.
2. The tasks of regional units established by the branches with the locality within the same province, include the following:
  - 1) representation of PTTK before provincial government and self-government, offices, institutions and organisations within the powers of attorney granted to them,
  - 2) inspiring, initiating and supporting the programme and business activities of branches, and undertaking joint projects,
  - 3) integration and coordination of the activity of branches,
  - 4) providing assistance to the branches in the performance of their statutory tasks,
  - 5) undertaking other tasks delegated by the Main Board or the branches.
3. The detailed scope and mode of operation of the units referred to in Para 1 shall be defined in their regulations agreed by these units and approved by the Main Board.
4. The resolutions of regional units may not affect legal personality of the branches.



#### Art. 83

1. Regional units are obliged to apply the Statutes of PTTK and resolutions of central authorities of PTTK.
2. A regional unit shall submit the annual operation report to the Main Board and be under the control of the central authorities of PTTK, with regard to the following:
  - 1) applicable provisions of law, the Statutes of PTTK, and the regulations of a regional unit,
  - 2) resolutions of the central authorities of PTTK and the authority of a regional unit,
  - 3) the principles of rational management of its own and entrusted assets and the specific subsidies granted by the Main Board.

#### Art. 84

1. Regional units may have legal personality which gains power on the date when the decision of the register court of competent jurisdiction comes into effect.
2. The Main Board shall give consent to establish a regional unit with legal personality and designate a regional unit without legal personality. The regulations of regional unit operation shall be annexed to the resolution, in accordance with Art. 82, Para 3 of the Statutes.
3. Resolutions of the boards of branches are required to establish a regional unit.
4. The resolution of the Main Board concerning the consent to establish the regional unit with legal personality shall define:
  - 1) the territorial coverage (a province),
  - 2) the name; the regional unit may also take the name of a person highly distinguished for Poland, region, sightseeing and tourism, the name associated with commemoration of the historical fact or place,
  - 3) the election procedure, the term of office of authorities.

#### Art. 85

1. The supreme authority of the regional unit with legal personality is the Assembly of PTTK Branch Representatives.
2. The authorities of the regional unit with legal personality are the following:
  - 1) The Board of Regional Unit,
  - 2) The Audit Committee of Regional Unit.
3. The competence of the Assembly of Branch Representatives of PTTK shall include as follows:
  - 1) election of members of regional unit authorities,
  - 2) adopting the regulations of regional unit and the amendments,
  - 3) considering and accepting reports of the authority of regional unit,
  - 4) adopting resolutions on the main directions of activity.
4. In the period between the Assemblies of Branch Representatives of PTTK, the works of PTTK regional unit is managed by the Board of Regional Unit.
5. Art. 37, Para 1, 2 and 3, Art. 73-74 of these Statutes shall apply to the regional units, as appropriate.

### **Chapter VI**

#### **ASSETS OF PTTK**

#### Art. 86

1. Assets of PTTK are formed from the following:

- 1) registration and membership fees,
  - 2) income from its own activities,
  - 3) income from movable and immovable property,
  - 4) public generosity,
  - 5) donations, bequests and endowments,
  - 6) other sources.
2. The subject of PTTK property rights is in particular: real estate, movables, immaterial assets, and financial funds.

#### Art. 87

1. Assets of PTTK include ownership and other property rights held by PTTK. The Main Board of PTTK, unless stated otherwise in the Statutes, shall exercise all rights and obligations with regard to the property of PTTK, for which the ownership or other property rights are not given to PTTK branches or regional units with legal personality, as far as civil law relationships are concerned.
2. In the event of the dissolution of a branch after the liquidation is completed, its property becomes the property of PTTK, with regard to which the Main Board of PTTK shall exercise all rights and obligations, as far as civil law relationships are concerned.
3. The provisions of Para 1 and 2 shall apply to the regional units, as appropriate.
4. Circles and clubs manage and use the property of a branch within the scope and according to the principles defined in the regulations of a circle or a club.

#### Art. 88

1. The disposal of real estate which is the ownership of a branch or a regional unit with legal personality, or which is held in perpetual usufruct, shall require the notification of the Main Board of PTTK; which, or the indicated legal person, has the right of pre-emption. The term for the submission of the declaration of using this right shall expire after 90 days from the date of notification of the Main Board.
2. Any encumbrance of the assets of PTTK shall be agreed by the Main Board of PTTK.
3. Incurring financial liabilities, including credits and loans, in amount exceeding 10% of the value of the assets of a given unit shall require a resolution of the Board of this PTTK unit adopted by the absolute majority of vote.

#### Art. 89

The following is forbidden:

- 1) granting loans and securing liabilities with the assets of the organisation with respect to the members of PTTK, the members of authorities, or the employees of PTTK, and persons whom they are married to, or are next of kin or near of kin, are their direct or indirect relatives up to the second degree, or are anyhow related to them by adoption, care or custody relationship, referred to hereinafter as “related persons,
- 2) transferring PTTK assets in favour of members, authority members of PTTK employees and their related persons, on terms different to terms offered to the third parties, in particular if the transfer is done free of charge or on preferential conditions,
- 3) using assets for the benefit of the members, the members of authorities, or the employees of PTTK, or the related persons, unless the use appears directly from the statutory purpose of PTTK,

- 4) purchasing the goods and services according to the specific provisions, with the participation of PTTK members, the members of PTTK authorities, employees or the related persons.

Art. 90

1. PTTK shall not be liable for the commitments of branches and regional units, and the branches of PTTK shall not be liable for the commitments of PTTK, unless otherwise specified in the performed legal transactions.
2. Regional units shall not be liable for the commitments of the branches, and the branches shall not be liable for the commitments of regional units, unless otherwise specified in the performed legal transactions.

Art. 91

1. For the importance of declarations regarding rights and duties of PTTK, and for granting proxies, the cooperation and signatures of two persons of the body consisting of the President, Vice-Presidents, General Secretary, Treasurer or other members empowered by the Board, are required there.
2. The provisions of Para1 shall apply to the branches and regional units, as appropriate.

**Chapter VII**

**AMENDMENTS TO THE STATUTES AND DISSOLUTION OF PTTK**

Art. 92

Amendments to the Statutes shall be adopted by the General Assembly by the majority of two-thirds of the votes in the presence of at least half of the members entitled to vote.

Art. 93

The resolution on the dissolution of PTTK shall be adopted by the General Assembly of PTTK by the majority of three-fourths of votes in the presence of at least three-fourths of the members entitled to vote.