

# STATUTE

## *of Wikimedia Polska Association*

(current version with [amendments](#) approved during [General Assembly](#) in Poznan, 27 October 2008)

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### Chapter I: General provisions

Art. 1.

A voluntary association shall be created, it acting in accordance with these acts of association, called "Wikimedia Polska", hereinafter referred to as "The Association".

Art. 2.

The Association shall act on the basis of and in accordance with the law of the Republic of Poland and is therefore holds a legal status.

Art. 3.

The Association shall be based in the city of Łódź and shall operate in the Republic of Poland. In specific cases the Association shall operate abroad.

Art. 4.

The activity of The Association shall be based on the voluntary work of its members. It shall hire employees to manage its affairs.

Art. 5.

The Association shall use emblems and logos as determined by the resolutions of the Board of The Association. The use of Wikimedia projects' logos are to be based on a separate agreement with Wikimedia Foundation, Inc. With its registered office in Florida, USA, North America.

Art. 6.

The Association shall cooperate with Wikimedia Foundation, Inc., on the basis of a separate agreement with Wikimedia Foundation, Inc. – in particular, it shall support and promote in Poland the projects initiated and belonging to this Foundation.

Art. 7.

In the event of applying for and being granted the status of a Public Utility Organization, The Association shall prepare an annual report on its activity, present them to the minister competent for social security and make them publicly known in a way which will allow interested entities to familiarize themselves with this report.

## **Chapter II: Objectives and forms of activity**

Art. 8.

The Association shall have the following objectives:

1. Equalising opportunities to access knowledge, both general and specific in the fields of science, culture, education and art.
2. The promotion and organization of volunteer and charity work.

Art. 9.

The Association shall fulfil its objectives through:

1. Supporting the development, accumulation and maintenance of projects based on the wiki technology, i.e. projects enabling the edition of texts by all the entitled users.
2. Supporting publications and supporting the delivery of the content of the mentioned projects via the Internet on the basis of free licenses, for instance the GNU Free Documentation License, issued by the Free Software Foundation.
3. Supporting and promotional activities and providing support for the Internet projects of Wikipedia, Wiktionary, Wikiquote, Wikinews, Wikisource, Wikibooks and others launched by the Wikimedia Foundation Inc., hereafter referred to as "Wikimedia Projects", in particular those in Polish language or any other language used by an ethnic or national group traditionally existing in the Republic of Poland.

4. Supporting Wikimedia Foundation Inc. In the scope of the implementation of statutory objectives of the Association.

Art. 10.

The Association shall pursue business activity according to general rules set forth in separate regulations.  
. The entire income of the Association shall be intended for the implementation of its statutory objectives.

### **Chapter III: Members and their rights and obligations**

Art. 11.

1. The Member of the Association shall be natural and legal persons.
2. Legal persons may only fulfil a function of a supporting member of the Association.

Art. 12.

Members of the Association shall be divided into:

1. Ordinary members
2. Supporting members
3. Honorary members

Art. 13.

An ordinary member shall be any natural person who has full capacity to enter into legal transactions, is not deprived of public rights and who:

1. contributes to at least one Wikimedia project,
2. sent a written request for membership to the Board along with a declaration of acceptance of the statute and a copy of an identity document,
3. has been accepted by the Board,
4. paid a yearly membership fee.

Art. 14.

1. An ordinary member of The Association shall have the right to:
  1. participate actively and passively in elections of the authorities of the Association;
  2. take part in the General Member Assembly;
  3. make statements, express opinions and make remarks to the bodies of the Association on all the subjects related to the activity of the Association;
  4. participate in activities serving the purpose of the implementation of statutory objectives of the Association;

5. be able to use the Association's equipment, services and support, as long as it serves the goals of the Association;
6. participate in the formation and realization of the Association's program;
2. An ordinary member of the Association shall be obligated to:
  1. observe the statute and other regulations of the Association;
  2. regularly pay contributions for the Association

Art. 15.

1. Any legal or natural person interested in the activity of the Association who declared a financial assistance or assistance in kind to the Association may become a supporting member of the Association.
2. Supporting members shall be accepted by the Board of the Association.
3. Supporting members being legal persons shall have a representative in the Association.

Art. 16.

1. Supporting members of Association shall be authorised to:
  1. participate in the General Member Assembly as advisors;
  2. make statements, submit opinions and make remarks to the bodies of the Association on every subject related with the activity of the Association;
  3. be able to use the Association's equipment, services and support, as long as it serves the goals of the Association;
  4. participate in the formation and realization of the Association's program;
2. Supporting member is s obligated to observe the statute and other regulations of the Association;

Art. 17.

A honorary member of the association may be a natural person who granted an extraordinary contribution to development of goals and ideas of the Association . Honorary members shall hold all the licenses of ordinary members except active and passive electoral rights. Honorary members are exempt from paying contributions. The title of a honorary member is granted by the General Member Assembly at the request of the Board of Association.

Art. 18.

If membership is not granted by the Board, the person has the right to appeal to the Board within 30 days from the date of delivery of the decision.

Art. 19.

1. Membership of the Association may be cancelled due to the occurrence of the following circumstances:
  1. self-resignation from the membership in the Association, submitted in writing to the Board of Association
  2. death of a member or a loss of a legal personality by a supporting member
  3. striking a member's name off the member list due to the failure of paying membership fees, in accordance with the decision of the Board of Association
2. A person, whose membership has been cancelled, has the right to lodge an appeal to Board within 30 days from the delivery of cancellation decision.

#### **Chapter IV: Authorities of The Association**

Art. 20.

Authorities of The Association include:

1. General Member Assembly,
2. Board of Association,
3. Revision Committee,
4. Peer Tribunal

Art. 21.

Term of office of Board of Association, Revision Board and Peer Tribunal shall last 2 years and elapse on the day of the last General Member Assembly for the last full year of the work of these bodies. The persons forming the Management Board, Revision Committee and Peer Tribunal shall be elected by a secret ballot, by an absolute majority of votes of ordinary members present at the General Member Assembly.

Art. 22.

In the event of resignation, exclusion or death of member of any of The Association's bodies during their term of office, new members shall be co-opted from among the members of the Association. During one term of office, maximum a half of the panel of members may be co-opted to each body of Association. Should a further supplement be required, the General Member Assembly shall be held.

#### **General Member Assembly**

Art. 23.

General Members Assembly is the supreme body of The Association. General Member Assembly consists of:

1. Ordinary members - with right to vote;
2. Supporting members - with right to advise.

Art. 24.

1. General Member Assembly can be reporting or extraordinary.
2. Ordinary General Member Assembly shall be held once a year by June 30. The place, time and agenda of General Members Assembly shall be announced by the Board no later than 14 days before meeting. The subject matter of the Ordinary General Member Assembly shall be:
  - granting a vote of acceptance to members of the Board, the Revision Committee and the Peer Tribunal for the previous calendar year of performing the function,
  - examining and approving reports on the activities of the Association's bodies,
  - examining and approving financial reports.
3. General Member Assembly shall debate according to announced agenda.
4. General Member Assembly shall be led by Presidium which comprises a chairperson, vice-chairperson and secretary.
5. Presidium of General Member Assembly shall be elected by open voting, with the absolute majority of current members and out of members of the Association, not being Board members or Revision Committee members.
6. A member of any outgoing bodies shall not become a member of the Presidium of General Members Assembly.
7. Resolutions of General Member Assembly shall be adopted by qualified majority of open votes.
8. If mentioned in the announcement sent to the members of association, General Members Assembly may be called twice and the second may be called 30 minutes after the first one. The second Assembly may be inquorate. The call of the second Assembly shall not alter the agenda sent to the members.

Art. 25.

The General Members Assembly shall include, but shall not be limited to:

1. resolution of the statute and amendments, while the change of the statute shall only be put to vote if the announcement of such changes is included in the notification about the General Members Assembly.
2. election and dismissal of members of all remaining bodies of The Association;

3. granting a vote of acceptance of The Board of The Association for the previous calendar year;
4. acceptance of the schedule of The Board for the following calendar year;
5. discussion and acceptance of annual reports of The Authorities of The Association and financial reports
6. adopting a resolution about dissolution of The Association and destination of assets thereof.

Art. 26.

1. Extraordinary General Member Assembly shall be summoned by The Board of Association:
  1. on demand of The Board of Association itself;
  2. on demand of Revision Committee or Peer Tribunal;
  3. on a written motion signed by at least half of the ordinary members of the Association;
2. The Board of Association has to summon The Extraordinary General Member Assembly within 90 days from the receipt of the demand or motion described in paragraph 1, point 2 and 3.
3. Extraordinary General Member Assembly shall debate on the agenda for which it was summoned, exclusively.
4. In any matters not regulated for The Extraordinary General Member Assembly, the provisions on The Ordinary General Member Assembly shall apply.

### **The Board of Association**

Art. 27.

1. The Board of Association shall govern all activities of The Association according to resolution of General Member Assembly, represent The Association outside and shall bear liability before the General Member Assembly.
2. The number of The Board of Association members shall be 3 to 7. The number of Board members is determined by the General Assembly.
3. The President of The Board of The Association shall be elected by The Board of Association.
4. The Vice-Presidents, Secretary, and Treasurer of The Association shall be elected by The Board of Association from among members of the Board of Association.
5. The position of The President of The Board of Association shall not be combined with any other functions.
6. The rules governing activities undertaken by The Board of the Association shall be outlined in the regulations passed by the Board preserving the provisions of this Statute.
7. The Board of Association's meeting shall be held at least four times a year.

8. Members of The Board of Association shall be elected in a secret ballot, by an absolute majority of votes of ordinary members of The General Member Assembly.
9. In the event that a given case is beyond the competences of the Board of Association, the consent of the majority of Ordinary Members shall be gained at The General Member Assembly.

Art.27a.

1. Members of The Board of Association shall not:
  1. be convicted under a final and valid court judgement for a criminal offence due to intentional guilt or for a revenue offence.
  2. stay in the bonds of marriage, cohabitation, affinity or in a reporting line with members of the Board.
2. Members of the Board of Association shall individually submit statements of not having been convicted for crimes mentioned in paragraph 1 in writing within 30 days from the day of being appointed by The General Member Assembly.
3. In case of a failure to submit the statement in accordance with paragraph 2 or failure to meet the requirements of the Paragraph 1 in the course of the term of the office, the seat in the Board of Association expires. In order to appoint new board members the provisions of art.22 paragraph 2 shall apply.

Art. 28.

1. Statements and legal acts, financial commitments and financial liabilities on behalf of The Association shall be signed by: President and Secretary or President and Treasurer or Secretary and Treasurer or, on the basis of authorization of The Board of The Association, two other members of The Board.
2. Financial resolutions and decisions of The Board of The Association shall be executed by Treasurer.
3. The resolutions of The Board of The Association shall be adopted by open voting and by a simple majority of votes of more than a half of the overall number of the members of The Board of The Association. On request of any member of The Board of The Association any voting shall be conducted as a secret ballot.

Art. 29.

The competences of The Board of Association shall include:

1. implementation of resolutions of The General Member Assembly,
2. determining the budget of The Association,



3. maintaining surveillance over the properties of The Association,
4. making decisions regarding buying and selling of The Association's movables and immovables,
5. making decisions regarding assuming obligations not exceeding 1000 PLN (*ca. 250€*),
6. summoning The General Member Assembly meetings,
7. adopting resolutions on including and excluding members of The Association,
8. submission of annual reports of The Association's activity during The General Member Assembly,
9. adopting resolutions stipulated in the Statute of Association,
10. managing the activities of The Association between General Member Assembly meetings,
11. representing The Association outside.

Art. 30.

Spokes Person shall be responsible for contacts with media. They shall be elected by The Board of Association from all members of The Association.

### **The Revision Committee**

Art. 31.

1. The Revision Committee is a body of The Association established in order to exercise supervision over The Board of Association and The Association itself;
2. The Revision Committee consists of 3 members.
3. Members of The Revision Committee shall be elected in secret ballot, by an absolute majority of votes of members of The General Member Assembly.
4. Members of The Revision Committee shall not hold any other offices in bodies of The Association.
5. Members of The Revision Committee shall not be in the relation of marriage, consanguinity, affinity or in a reporting line with the members of The Board of Association.
6. Members of The Revision Committee shall not be convicted under a final and valid court judgement for crimes committed due to intentional guilt.
7. From among members of The Revision Committee the chairperson of the revision committee shall be elected.

Art.31a.

1. Members of The Revision Committee shall not:
  1. be convicted under a final and valid court judgement for a criminal offence due to intentional guilt or for a revenue offence.
  2. stay in the bonds of marriage, cohabitation, affinity, consanguinity or in a reporting line with members of the Board.

2. Members of The Revision Committee shall individually submit statements of not having been convicted for crimes mentioned in paragraph 1 in writing within 30 days from the day of being appointed by The General Member Assembly.

3. In case of a failure to submit the statement in accordance with paragraph 2 or failure to meet the requirements of the Paragraph 1 in the course of the term of the office, the seat in the Revision Committee expires. In order to appoint new board members, the provisions of art.22 paragraph 2 shall apply.

Art. 32.

The Revision Committee's competences shall include:

1. inspection of the all activities of The Association
2. directing petitions to The Board of Association resulting from the conducted inspections
3. the right to demand to organise Extraordinary the General Member Assembly meeting and demand to organise The Board of The Association's meeting,
4. the right to call a General Member Assembly meeting in the case if it is not called within the deadline determined by the statute,
5. Moving for granting a vote of acceptance (or refusing to grant a vote of acceptance) to the Board of Association at the General Member Assembly
6. submission of reports on the conducted activity at The General Member Assembly

Art. 33.

1. The Revision Committee shall operate according to the internal regulations thereof.
2. The Revision Committee shall be authorised to demand from all members and bodies of the Association written explanations regarding the cases they are in charge of.
3. The resolutions of The Revision Committee shall be adopted by open voting by the absolute majority of votes, in the presence of at least half of an overall number of authorised members. On demand of every member of the Revision Committee, each voting shall take a form of a secret ballot.

#### **4. Peer Tribunal**

Art. 34.

1. The Peer Tribunal shall consist of 3 members elected in a secret voting by the absolute majority of votes of ordinary members present at The General Member Assembly.
2. Members of The Peer Tribunal shall not hold any other functions in bodies of The Association.
3. The chairperson shall be elected from among the members of The Peer Tribunal.
4. In necessary, The Peer Tribunal shall appoint other functions within its organisation.

Art. 35.

The Peer Tribunal shall be entitled to discuss and resolve the following matters:

1. breach of statutory obligations by the members of the Association and the obligations following from resolutions of the bodies of The Association.
2. disputes arising between members of The Association in connection with their rights and responsibilities resulting from their membership in the Association.

Art. 36.

The Peer Tribunal shall impose the following penalties:

1. warning;
2. exclusion from The Association;
3. filing a motion to The General Member Assembly to deprive a honorary member of their title.

The decision of The Peer Tribunal may be appealed against to the General Member Assembly within 30 days from the date of delivery thereof.

## **Chapter V: Budget and assets**

Art. 37.

The assets of the Association include immovables, movables and funds.

Art. 38.

1. The Association's property shall come from:
  - 1) membership fees,
  - 2) donations, bequests and inheritances,
  - 3) income from the Association's statutory activity (assets from the Association's independent activity, income from the Association's assets)

2. Membership fees shall be paid by the end of each quarter of the year. Newly appointed members shall pay their fees, according to the rules set by the Board, within 30 days from being notified about being accepted as members of the Association. The amount of membership fees shall be set forth by the Board in separate regulations.

3. The Association runs its own financial administration and accountancy in accordance with the regulations in force.

Art. 39.

1. It is forbidden:

1) to grant loans or securing obligations with assets of The Association in relation to members of The Association, members of bodies of The Association and all the close friends and relatives thereof;

2) to transfer any assets of The Association to its members, members of bodies of the Association, employees or close friends and relatives thereof, particularly if the transfer is free of charge or on preferential terms.

3) to use any assets of The Association to the benefit of the members thereof, members of bodies thereof, employees or close friends and relatives thereof according to different rules than it would be done in relation to third parties unless the above results directly from the statutory aim of the Association.

4) to purchase, according to different rules than it would be done in relation to third parties or for a price lower than market price, any goods or services from entities which are connected with members of The Association, members of bodies thereof employees of The Association, or close friends or relatives thereof;

2. The term "close friends and relatives" shall refer to persons with whom the members of Associations, members of bodies of the Association or employees of the Association stay in the bonds of marriage, cohabitation, consanguinity or affinity in the lineal degree, consanguinity or affinity up to the second collateral degree or with whom they are related in virtue of adoption, custody or guardianship.

## **Chapter VI: Change of the statute and dissolution of the Association**

Art. 40.

1. Acceptance of the statute, introducing amendments or a resolution of a dissolution of the Association shall be made by the General Assembly with at least 2/3 votes given by the members entitled to vote and present on the Assembly.

2. Upon the resolution on a dissolution of the Association, the General Member Assembly shall determine the manner of the completion of liquidation and allocation of the assets of the Association.

3. In matters related to dissolution and liquidation of the Association, not regulated by the statute, relevant provisions of chapter 5 of the "The Associations Act" of 7<sup>th</sup> of April 1989 (Journal of Laws, No 20, item 104 with further amendments) shall apply.

THE END

See also:

- Printable version: File: Uniform text of the statute of Wikimedia Polska Association of 19032011.pdf
- First official version of the statute (effective in the period between 2005-2008): Statute 2005
- Second official version of the statute (effective in the period between 2008-2011): Statute 2008