

CONSOLIDATED TEXT

STATUTES of the POLISH SOCIETY OF AERONAUTICS AND ASTRONAUTICS

Chapter I General Provisions

§ 1

1. The association is called "the Polish Society of Aeronautics and Astronautics" and operates under the Act of 7 April 1989 Law on Associations and under the provisions herein.
2. The Association may use the abbreviated name "Association of the PSAA" and in foreign relations the name in English: "Polish Society of Aeronautics and Astronautics".

§ 2

1. The registered office of the Association is in Warsaw.
2. The Republic of Poland is the area of operation of the Association.
3. For the pursuit of its statutory objectives, the Association may operate in other countries with respect for the local law.
4. The Association may belong to international organizations under the conditions laid down in their statutes, provided that this do not affect the obligations arising from international agreements to which the Republic of Poland is a party.
5. The Association is established for an indefinite period of time.

§ 3

1. The Association's activity is based on the work of its members.
2. To conduct its affairs the Association may hire employees.

§ 4

The Association has the right to use a seal, official letterhead, flags, emblems and badges approved by the General Meeting.

Chapter II Objectives and means of action

§ 5

The Association aims to:

1. Promote development of aeronautics and astronautics;
2. Popularize achievements and research in all areas of aerospace, especially by Polish scientists and scientific institutions.

§ 6

Association pursues its objectives by:

1. Organizing or co-organizing all kinds of scientific meetings at national and international levels;
2. Initiating discussion on topics related to aerospace;
3. Presenting opinions on issues relevant to aerospace, including in particular the problems of the scientific community;
4. Inspiring and organizing scientific competitions;
5. Cooperating with national and international associations, as well as inspiring scientific cooperation between Polish and foreign research centers,
6. Maintaining its own website.

Chapter III Members, their rights and obligations

§ 7

1. Natural persons and legal entities may be members of the Association. Legal entities may only have the status of supporting member of the Association. The Association may be joined by foreigners which are recognised as residents in the Republic of Poland.
2. The Association has the following members:

- a) Ordinary members,
- b) Honorary members,
- c) Supporting members.

§ 8

1. An ordinary member can be a person who is interested in scientific matters in the field of aeronautics and aerospace, and studying or working professionally in the fields related to those areas or has made an scientific, educational or technical achievements associated with the abovementioned.
2. A new ordinary members is admitted by the Members of the Board of the Association, by a resolution, pursuant to a written statement of the candidate supported by introduction of two members of the Association.
3. If refused admission by the Board, candidates shall have the right to appeal that decision to the General Meeting of Members.

§ 9

Ordinary members shall have the right to:

1. exercise passive and active voting rights in the election of the Association's governing bodies,
2. make use of the achievements, property and all activities of the Association,
3. participate in all scientific meetings and events organized or co-organized by the Association,
4. submit proposals as to the activity of the Association.
5. wear the badge of the Association.

§ 10

Ordinary members shall be obliged to:

1. comply with the present Statutes and with the resolutions of the Association,
2. participate actively in the statutory activities of the Association and the pursuit of its objectives,
3. popularize the activities of the Association,
4. pay regularly a membership fee.

§ 11

1. An honorary member of the Association may be a person who deserves recognition for outstanding contributions to aeronautics or aerospace, or to the activity of the Association.
2. A new honorary member of the Association is admitted by the General Meeting in the form of a resolution, at the request of the Board of the Association. Honorary membership may be rescinded only on the basis of a resolution adopted by the General Meeting at the request of the Board.
3. Honorary Members do not have active or passive voting rights, but they may participate in an advisory capacity to the statutory authorities of the Association, otherwise they possess such rights as ordinary members and are exempt from the obligation to pay a membership fee.

§ 12

1. A supporting member of the Association may be a natural or legal person who:
 - a) approves of the objectives of the Association,
 - b) pledges to pay a fixed membership fee,
 - c) expresses its readiness to support the Association's activities by providing assistance, including material support.
2. A supporting member is obliged to fulfil its declared commitments in due time, comply with the statutes and resolutions of the Association.
3. A new supporting member is admitted by Members of the Board of the Association, by a resolution made on the basis of a written declaration of the candidate.
4. Supporting members have the right to participate in all scientific meetings and events organized or co-organized by the Association, the right to submit proposals as to the activity of the Association and to wear a badge.
5. Supporting Members do not have active and passive voting rights, but they may participate in an advisory capacity to the governing bodies of the Association.

§ 13

1. Members of the Association who have acted to the detriment of the Association, by breaching the provisions of the Statutes and resolutions of the Association, or have affronted the dignity of another member, shall be subject to the following disciplinary actions:
 - a) warning,
 - b) reprimand,
 - c) expulsion from the Association.
2. Disciplinary cases shall be considered and resolved by a resolution of the Board.

3. Such a resolution of the Board may be appealed by the member of the Association to the General Meeting, via the Board, no later than 14 days prior to the General Meeting date. The resolution of the General Meeting on such an appeal is final.

§ 14

1. Ordinary membership in the Association shall cease as a result of:

- a) voluntary resignation from membership, submitted in writing to the Board,
- b) expulsion from the Association by a final resolution adopted pursuant to § 13 subparagraph 1 point c) herein,
- c) pursuant to a resolution of the Board for unexcused failure to pay member fee for a period of 3 years; this resolution may be appealed to the General Assembly pursuant to § 13 subparagraph 3 herein.

2. Supporting membership shall cease as a result of:

- a) resignation from membership submitted in writing to the Board,
- b) by a resolution of the Board for being 3 years in unjustified arrears in the fulfilment of the obligations referred to in § 12 subparagraph 1 point b), and point c) herein; this resolution may be appealed to the General Meeting pursuant to § 13 subparagraph 3 herein.
- c) expulsion from the Association by a final resolution adopted pursuant to § 13 subparagraph 1 point c) herein.

Chapter IV

The Governing Bodies of the Association

§ 15

The governing bodies of the Association are:

1. the General Meeting of Members,
2. the Board of the Association,
3. the Audit Committee.

§ 16

1. The governing bodies of the Association shall be elected and dismissed by the General Meeting in an open ballot by simple majority. The General Meeting may decide to vote by secret ballot.

2. The term of office for all of the elected bodies of the Association shall be two years.

3. Resolutions of all bodies of the Association shall pass by a simple majority of votes, with at least half of the members entitled to vote. Resolutions of the General Meeting may be taken in the second term, regardless of the number of members present, unless the provisions of the statutes provide otherwise.

4. The election of the Association's governing bodies shall be public unless in a particular case a secret ballot has been passed.

5. In the event that the composition of one of the Association's governing bodies becomes reduced during a term, the remaining members of that body shall co-operatively appoint replacement members. No more than half of the members of a given governing body may be appointed in this way.

§ 17

1. The highest authority of the Association is the General Meeting of Members.
2. The General Meeting of Members may be ordinary or extraordinary.
3. The Ordinary General Meeting of Members shall be convened by the Board once a year as a reporting meeting and every two years as a reporting and election meeting, by notifying members of the Association of the date, place and proposed agenda, at least 21 days before the date of the Annual General Meeting. If such a meeting fails to satisfy the required quorum it shall be convened again, not later than one month after the original date.
4. The Extraordinary General Meeting shall be convened by the Board:
 - a) on its own initiative,
 - b) at the request of the Audit Committee, no later than 14 days after such a request is submitted,
 - c) at the written request of 10% of the total number of members of the Association, not later than 14 days after such a request is submitted.
5. The General Meeting shall have the right to:
 - a) adopt the main directions of the Association's statutory activity,
 - b) adopt the statutes and amendments thereto,
 - c) pass the budget,
 - d) adopt the by-laws for the Association's governing bodies,
 - e) appoint and dismiss the Board and the Audit Committee,
 - f) consider and approve reports on the activities of the Board and the Audit Committee, and grant discharge to the Board based on the Audit Committee's proposal,
 - g) grant and rescind, at the request of the Board, honorary membership of the Association,
 - h) consider cases involving members and pass resolutions in these cases and appeals against the resolutions of the Board of the Association in the cases specified in the Statutes,
 - i) determine the membership fee,
 - j) adopt a resolution to dissolve the Association and to allocate its assets,
 - k) deal with requests and concerns expressed by members of the Association or its bodies,
 - l) adopt resolutions on any matter brought for discussion, not restricted to the competence of other governing bodies of the Association.

§ 18

1. The Board is appointed to manage the whole activity of the Association in accordance with the resolutions of the General Meeting; it represents the Association outside.
2. The Board shall consist of 3 to 5 members, including: President, Secretary and Treasurer, appointed by resolution of the General Meeting of Members.
3. The Board shall have the right to:
 - a) direct the activities of the Association in accordance with the law, the statutes and the resolutions of the General Meeting,
 - b) represent the Association and act on its behalf,
 - c) pursue the objectives of the Association,
 - d) manage the assets of the Association,
 - e) adopt the statutory periodic business plans,
 - f) establish and dissolve standing committees and ad hoc teams of specialists to carry out statutory tasks of the Association,
 - g) pass resolutions on granting or refusing membership in the Association,
 - h) consider cases involving members, including disciplinary cases, and adopt resolutions in this regard,

- i) request for the status of Honorary Member of the Association to be granted or rescinded,
- j) develop proposals for amendments to the Statutes,
- k) report to the General Meeting of Members.

4. Meetings of the Board shall be held as needed, not less than once every three months.

Meetings of the Board shall be convened by the President.

5. Two members of the Board acting jointly are authorised to make declarations on behalf of the Association.

§ 19

1. The Audit Committee is appointed to exercise control over the activities of the Association.

2. The Audit Committee consists of three members: the President, Vice-President and Secretary.

3. The members of the Audit Committee may participate in meetings of the Board without forming voting rights.

4. The Audit Committee shall have the right to:

a) carry out checks on the activities of the Association, evaluate the performance of the Board and inspect the financial activity of the Board,

b) report the results of such inspection to General Meeting of Members with request to its granting of discharge the Board,

c) apply to the General Meeting for a dismissal of members of the Board,

d) request for an Extraordinary General Meeting of Members to be convened.

6. The members of the Commission may participate in meetings of the Board without voting rights.

7. Meetings of the Committee shall be convened by its chairman, as necessary, but no less frequently than once per quarter.

Chapter V Assets and funds

§ 20

1. Assets of the Association shall be established from:

a) membership fees,

b) donations, legacies,

c) grants and the generosity of the public,

d) income from the assets of the Association,

e) income from its own activities.

2. Decisions about buying, selling and encumbering the assets of the Association shall made by the Board.

3. The Association may conduct economic activity on the general principles set out in separate regulations.

4. The operating income of the Association is for the statutory purposes only and shall not be distributed among its members.

5. The Association conducts activity in the following areas:
- a) Research and experimental development on natural sciences and engineering (Polish statistical category PKD 72.19.Z)
 - b) Other technical testing and analysis (PKD 71.20.B);
 - c) Other professional, scientific and technical activities (PKD 74.90.Z);
 - d) Publishing of journals and periodicals (PKD 58.14.Z);
 - e) Other publishing (PKD 58.19.Z);
 - f) Activity related to the organization of fairs, exhibitions and conventions (PKD 82.30.Z).

Chapter VI

Amendments to the Statutes and Dissolution and Liquidation of the Association

1. Amendments to the Statutes and the dissolution of the Association shall require a resolution of the General Meeting of Members, adopted by a majority of at least 2/3 of the votes in the presence of at least half of the members of the Association entitled to vote.
2. In the event the resolution to dissolve the Association is made, the members of the Board shall be the Association's liquidators.
3. When adopting a resolution on the liquidation of the Association, the General Meeting shall stipulate how it shall be liquidated and how its assets shall be allocated.
4. In cases not covered by this Statute, the provisions of the Polish Law on Associations shall be applied.

This Statute is attached as Appendix 1 to the Resolution No. 1 of the founding meeting of the Polish Society of Aeronautics and Astronautics, dated on 11 May 2010.

FOUNDING COMMITTEE

Prof. Eng. Zdobysław Goraj

Assoc. Prof. Mirosław Rodziewicz

Assoc. Prof. Andrzej Żyłuk