

Statutes of the Association

Consolidated text of the Statutes of the Association of Warmia-Masuria Borderland Local Governments

Chapter I – General provisions

§ 1

1. The Association of Warmia-Masuria Borderland Local Governments is an association of local government units, hereinafter referred to as the "Association".
2. The Association operates within the territory of the Republic of Poland.
3. The registered seat of the Association is ul. Szkolna 3, 11-410 Barciany.
4. In order to pursue its statutory objectives, the Association may operate in the territory of other states, with respect for the local law.
5. The Association is established for an indefinite period.
6. The Association has legal personality.
7. The activity of the Association is based on the voluntary work of its members. The Association may employ staff to handle day-to-day affairs.

Chapter II – Objectives of the Association and means of achieving them

§ 2

1. The objectives of the Association focus on the comprehensive development of the area of the Association of Warmia-Masuria Borderland Local Governments and include above all:
 - 1) supporting economic development based on the use of local potential;
 - 2) improving the living conditions of the local community, including better access to public (e.g. health care, education) and social services, and improving the state of infrastructure;
 - 3) strengthening the sense of local community identity, as well as reinforcing its social and cultural capital;
 - 4) counteracting social exclusion, with particular attention to the needs of young people and seniors;
 - 5) protecting and reinforcing the natural, cultural and culinary heritage, including with a view to developing sustainable tourism and improving the attractiveness of settlement;
 - 6) shaping and implementing initiatives in the field of renewable energy sources, environmental protection and sustainable development;
 - 7) activities for European integration and for developing contacts and cooperation between societies.
2. The Association pursues its objectives by:
 - 1) preparing and implementing a Strategy for the Association of Warmia-Masuria Borderland Local Governments;
 - 2) representing common goals and interests before central and local government administration, European institutions and other entities;
 - 3) cooperating with the above entities in preparing and implementing strategies, programmes, plans and undertakings key to the future of the Association of Warmia-Masuria Borderland Local Governments;
 - 4) preparing and implementing joint projects;
 - 5) promoting the area of the Association of Warmia-Masuria Borderland Local Governments;
 - 6) cooperating with institutions and organisations with related tasks in Poland and abroad.

Chapter III – Membership of the Association

§ 3

Members of the Association are divided into:

- 1) ordinary members;

- 2) supporting members;
- 3) honorary members.

§ 4

1. Ordinary members of the Association may be counties and municipalities from the area of counties bordering the Kaliningrad Oblast of the Russian Federation.
2. Ordinary members of the Association may be counties and municipalities that meet the criteria required in paragraph 1 and have submitted a resolution of their decision-making bodies expressing the will to join the Association.
3. The admission of a new ordinary member to the Association takes effect on the day a resolution is adopted by the General Assembly by a 2/3 majority of votes.

§ 5

1. A supporting member may be any natural or legal person who supports the objectives and forms of activity of the Association.
2. The admission of a new supporting member takes effect on the day a resolution to that effect is adopted by the Management Board of the Association.
3. A supporting member may voluntarily make monetary contributions towards the statutory objectives of the Association.

§ 6

1. An honorary member may be a natural person who makes a special contribution to the development of the Association.
2. The General Assembly of Members decides on awarding the title of honorary member by way of a resolution.
3. Honorary members are exempt from paying membership fees.
4. Honorary members may be invited to take part, in an advisory capacity, in meetings of the Management Board and of the General Assembly of Members.

Loss of membership of the Association

§ 7

1. Membership is lost as a result of:
 - 1) a written resignation submitted by the member to the Management Board;
 - 2) expulsion by the Management Board on grounds of:
 - a) breaching the Statutes and failing to comply with resolutions of the Association's authorities;
 - b) failure to pay membership fees for a period of two years.

2. Every member has the right to appeal against a resolution on their expulsion to the General Assembly of Members.

Rights and obligations of members of the Association

§ 8

1. Ordinary members have the right to:
 - 1) vote at the General Assembly of Members, whereby their representatives have active and passive voting rights in elections to the Authorities of the Association;
 - 2) take part in all events organised by the Association;
 - 3) use organisational and technical assistance and advice within the Association;
 - 4) use the Association's logo after obtaining the written consent of the Management Board;
 - 5) nominate candidates for honorary and supporting members of the Association;
 - 6) submit proposals regarding the Association's activities.
2. Ordinary members are obliged to:
 - 1) comply with the Statutes of the Association, the regulations issued on their basis, and the resolutions of the Association's authorities;
 - 2) take part in the Association's activities and the pursuit of its objectives;
 - 3) regularly pay membership fees, in accordance with the resolution of the General Assembly, and the pursuit of its objectives;
 - 4) disseminate and promote initiatives serving the achievement of the Association's objectives;
 - 5) support, according to their own means, initiatives endorsed by the Association.

Chapter IV – Authorities of the Association

§ 9

1. The bodies of the Association are:
 - 1) the General Assembly of Members;
 - 2) the Management Board;
 - 3) the Audit Committee;
 - 4) the Programme Council.
2. The term of office of the Association's bodies is equal to the term of office of the councils of local government units.

§ 10

1. The highest authority of the Association is the General Assembly of Members.
2. Each ordinary member of the Association is represented at the General Assembly of Members by representatives, including the head of municipality / mayor / city president / county governor and a representative designated by the member's decision-making body.
3. If one of a member's representatives is absent, the vote to which they are entitled is exercised by the other representative of that member present at the assembly, on the basis of a power of attorney granted.
4. The term of office of the representatives of local government units is equal to the term of office of the bodies of the local government units; representatives stepping down due to the end of their term continue to perform their functions until the General Assembly is held in a new composition and new bodies of the Association are elected.
5. A supporting member of the Association may be represented at the General Assembly by one representative in accordance with the rules of representation indicated in the relevant register or in the Central Register and Information on Economic Activity, or by another person on the basis of a power of attorney granted.
6. The following take part in the General Assembly of Members:
 - 1) with a deciding vote – ordinary members;
 - 2) with an advisory vote – supporting members, honorary members and invited guests.

§ 11

1. A meeting of the General Assembly of Members is convened by the President of the Management Board or, in justified cases, by the Vice-President of the Management Board, no less than once a year.
2. A meeting may also be convened at the request of the Audit Committee or on the initiative of at least 50% of the ordinary members.
3. The President of the Management Board is obliged to convene a meeting of the General Assembly of Members for a date falling within 14 working days of the date the request is submitted. The request should include a justification of the reason for convening the General Assembly of Members and a proposed agenda.
4. The agenda and draft resolutions of the General Assembly of Members should be provided in writing or by email, with confirmation of receipt, to the members of the Association at least 3 days before the date of the meeting.
5. If the deadline referred to in paragraph 4 is not met, or other irregularities occur in the delivery of materials, the meeting of the General Assembly of Members may be held after a resolution is first adopted on whether to proceed with it, in the manner specified in paragraph 6.
6. A change to the agenda requires the consent of an absolute majority of the Association's ordinary members.

7. The General Assembly of Members may adopt resolutions only on matters included in the agenda, subject to paragraph 5.
8. Resolutions of the General Assembly of Members are adopted by a simple majority of votes, in the presence of at least half of the total number of ordinary members, by open ballot.
9. Each ordinary member of the Association has 2 votes at the Assembly, one for each representative.

§ 12

The competences of the General Assembly of Members include:

- 1) determining the main directions of the Association's activity;
- 2) adopting and amending the Statutes;
- 3) adopting the working regulations of the Audit Committee;
- 4) adopting the regulations of the Programme Council;
- 5) electing and dismissing members of the Management Board and members of the Audit Committee;
- 6) examining appeals against resolutions adopted by the Management Board on the expulsion of a member from the Association;
- 7) setting the amount of the membership fee or other contributions obligatorily paid by members towards the Association's activity;
- 8) adopting the budget and assessing its implementation;
- 9) granting the Management Board a vote of approval (discharge) at the request of the Audit Committee;
- 10) setting the maximum amount of liabilities the Management Board may incur;
- 11) examining the annual reports on the activities of the Management Board and the Audit Committee;
- 12) examining proposals and motions submitted by members of the Association or its bodies;
- 13) adopting a resolution on the dissolution of the Association and the allocation of its assets upon dissolution;
- 14) electing and dismissing the Chair and Vice-Chair of the Programme Council;
- 15) awarding and revoking the title of Honorary Member of the Association;
- 16) adopting resolutions on the admission of ordinary members and the removal of ordinary members;
- 17) consenting to the acquisition, disposal or encumbrance of the Association's assets;
- 18) approving the working regulations of the Association's Management Board.

Management Board

§ 13

1. The Management Board is the executive body of the Association.

2. The Management Board is appointed to direct the Association's activities in accordance with the resolutions of the General Assembly of Members and to represent the Association externally.
3. The Management Board consists of 3 to 5 persons, including the President and the Vice-President of the Management Board, elected from among the representatives of the Association's ordinary members.
4. Members of the Management Board are elected by the General Assembly of Members by open ballot, by an absolute majority of votes.
5. The working principles of the Management Board are set out in regulations approved by a resolution of the General Assembly of Members.
6. Resolutions of the Management Board are adopted by a simple majority of votes, in the presence of at least half of its members.
7. Meetings of the Management Board are held as needed, no less than once a quarter.
8. Meetings are convened by the President of the Management Board.
9. Should the composition of the Management Board be reduced, it may be supplemented in the manner provided for in the Statutes for the election of this body.
10. Members of the Management Board do not receive remuneration for performing their function.

§ 14

1. The competences of the Management Board include:
 - 1) adopting the working regulations of the Management Board;
 - 2) pursuing the objectives of the Association;
 - 3) implementing the resolutions of the General Assembly of Members;
 - 4) adopting resolutions on the admission of supporting members and the removal of supporting members;
 - 5) drafting resolutions of the General Assembly of Members;
 - 6) drawing up the annual work plan and draft budget of the Association;
 - 7) managing the assets of the Association;
 - 8) implementing the budget and submitting to the General Assembly of Members an annual report on the implementation of the budget;
 - 9) adopting resolutions on the acquisition, disposal or encumbrance of the Association's assets, with the consent of the General Assembly of Members;
 - 10) organising the activities of the Association;
 - 11) performing other tasks not reserved to the exclusive competence of the General Assembly of Members;
 - 12) representing the Association externally;
 - 13) convening the General Assembly.

2. In order to carry out the Association's tasks, the Management Board may set up Task Teams and adopt regulations governing their work.
3. The Association is represented externally by the President of the Management Board or by two members of the Management Board acting jointly, subject to § 19 paragraph 7.

Programme Council

§ 15

1. The Programme Council is composed of supporting members.
2. Ordinary members may also be elected to the Programme Council on the basis of a resolution of the General Assembly of Members.
3. The Programme Council comprises:
 - 1) the Chair and the Vice-Chair of the Programme Council.
4. The Chair and the Vice-Chair are elected by the General Assembly of Members.
5. The Chair and the Vice-Chair are authorised to represent the Association as its representatives before public institutions, in matters relating to acquiring external funding, and in matters relating to the socio-economic development of the Warmia-Masuria Voivodeship.
6. The Chair and the Vice-Chair are not authorised to conclude contracts or incur liabilities on behalf of the Association.
7. The powers of the Chair and the Vice-Chair set out in paragraphs 5 and 6 above do not limit the powers of the Association's Management Board to represent it.
8. The Programme Council conducts its activities on the basis of regulations adopted by the General Assembly of Members.

§ 16

1. The tasks of the Programme Council include, among others:
 - 1) developing the principles of the Association's action programme and updating them;
 - 2) periodically reviewing the pursuit of the Association's objectives and presenting opinions to the General Assembly of Members;
 - 3) initiating new directions for the Association's activity;
 - 4) giving opinions on the annual activity plans of the Association;
 - 5) submitting reports on its activities to the General Assembly of Members;
 - 6) serving in an advisory capacity to the General Assembly of Members and the Management Board.
2. Resolutions of the Programme Council are adopted by a simple majority of votes, in the presence of at least half of the Council's members.

3. At the invitation of the President of the Management Board, representatives of other units and institutions, including foreign ones, may take part in the work of the Programme Council.

Audit Committee

§ 17

1. The Audit Committee is appointed to oversee the Association's activities. The audit is carried out no less than once a year.
2. The Audit Committee consists of 3 persons elected from among the representatives of the Association's ordinary members.
3. The members of the Audit Committee elect a Chair from among their number.
4. A resolution on the election of the members of the Audit Committee is adopted by a 2/3 majority of votes of the General Assembly of Members.
5. Resolutions of the Audit Committee are adopted by a simple majority of votes, in the presence of at least half of the Committee's members.
6. The composition of the Audit Committee may be supplemented, in the event of the dismissal of any of its members, from among the remaining Ordinary Members of the Association.
7. The Audit Committee conducts its activities on the basis of regulations adopted by the General Assembly of Members.

§ 18

The competences of the Audit Committee include:

- 1) overseeing the activities of the Association;
- 2) submitting audit findings to the General Assembly of Members;
- 3) the right to demand the convening of the General Assembly of Members;
- 4) moving for a vote of approval (discharge) for the Association's authorities;
- 5) submitting reports on its activities to the General Assembly of Members.

Chapter V – Assets and funds

§ 19

1. The assets of the Association consist of:
 - 1) membership fees;
 - 2) other contributions made by Members of the Association;
 - 3) donations, inheritances, bequests;
 - 4) grants;
 - 5) public collections;
 - 6) income from interest on current funds and deposits;
 - 7) co-financing for statutory activities.
2. The basis of the Association's financial activity is a budget covering all funds at the disposal of the Association's bodies.
3. The budget for each calendar year is adopted by the General Assembly of Members.
4. The budgetary and accounting year is the calendar year.
5. The General Assembly of Members approves the report on the implementation of the budget, presented by the Management Board no later than 6 months after the end of the budget year.
6. The Association conducts its financial management in accordance with applicable regulations.
7. The President of the Management Board, acting jointly with another Member of the Management Board, is authorised to make declarations of intent in matters concerning assets.

§ 20

1. The Association may acquire inheritances, with the reservation that an inheritance is each time accepted with the benefit of inventory.
2. An inheritance is acquired following a prior resolution of the Management Board, taking into account the provisions of these Statutes.

§ 21

1. The General Assembly of Members adopts a resolution on the dissolution of the Association by a 2/3 majority of votes.
2. In the resolution on the dissolution of the Association, the General Assembly of Members determines the manner of its dissolution and the allocation of the Association's assets after dissolution.

Final provisions

§ 22

In matters not regulated by these Statutes, the provisions of the Act on Associations of 7 April 1989 (Journal of Laws 2020, item 2261) shall apply.

The Statutes (consolidated text) were signed by the President of the Management Board – Maria Kamińska – and by the Chair and the recording secretary of the General Assembly of Members.