

**STATUTE
of the DISCURSIVE GEOMETRY ART ASSOCIATION**

**CHAPTER I
General provisions**

§ 1

1. THE DISCURSIVE GEOMETRY ART ASSOCIATION, hereinafter referred to as the Association, has legal personality.
2. The Association operates on the basis of the provisions of:
 - 1) the Law on Associations,
 - 2) the Act on Public Benefit and Volunteer Activities,
 - 3) this statute.
3. The Association is a voluntary, self-governing, democratic and permanent association established for non-profit purposes.
4. The Association has the right to speak out on public matters.
5. The Association bases its activities on the social work of its members.
6. To conduct its affairs, the Association may employ employees, including its members.

§ 2

1. The Association may cooperate with domestic, foreign and international organizations and institutions with the same or similar profile of activity.
2. The Association may belong to international organizations, if this does not infringe on the obligations resulting from international agreements to which the Republic of Poland is a party.

**CHAPTER II
Name of the Association**

§ 3

1. In its current activities, the Association uses the name "Stowarzyszenie Artystyczne Geometria Dyskursywna".
2. The Association's authorities and its members may use the name of the Association in English: Discursive Geometry Art Association and the abbreviation: DGAA.

**CHAPTER III
Association headquarters, area and period of operation**

§ 4

1. The Association headquarters is the city of Łódź.
2. The Association's area of operation is the territory of the Republic of Poland.
3. In order to implement its statutory objectives, the Association may conduct activities outside the country's borders in other countries, while respecting local law.

§ 5

The Association is established for an indefinite period.

CHAPTER IV

Objectives and methods of their implementation, public benefit activities

§ 6

Within the scope of its statutory objectives, the Association represents the collective interests of its members towards public authorities.

§ 7

The objectives of the association are:

1. Conducting artistic activities, disseminating various forms of creative activity and increasing access to culture, art and artistic education.
2. Protection of cultural assets and national heritage.
3. Scientific activities in the field of researching artistic, cultural and social phenomena.
4. Maintaining and popularizing national traditions, cultivating Polishness and developing national, civic and cultural awareness.
5. Initiating, supporting and helping in activities aimed at activating artistic and cultural life and integrating the local community.
6. Activities for the integration of various environments and groups at risk of exclusion.
7. Supporting and integrating young artists, including professionals and amateurs.
8. Development of civil society by strengthening and creating mechanisms of civic participation.
9. Supporting international artistic, cultural and educational cooperation.
10. Supporting activities for European integration and developing contacts and cooperation between societies.
11. Supporting members of the Association in constantly improving their own qualifications.
12. Charitable activities.

§ 8

1. The Association pursues its goals within the framework of unpaid public benefit activities through:
 - 1) Production and implementation of exhibitions, artistic events, performance activities, musical and verbal-musical performances, concerts, recitals.
 - 2) Organization of workshops, trainings, courses, conferences, meetings, festivals, film screenings, artistic events, occasional events, internships, creative residencies, volunteering and competitions in Poland and abroad.
 - 3) Organization or co-organization of artistic and research international projects implemented in Poland and abroad.
 - 4) Conducting innovative socio-cultural projects.
 - 5) Maintaining documentation of cultural life.
 - 6) Publishing activity.
 - 7) Conducting educational activities.
 - 8) Promotion of artistic creativity and scientific activities.
 - 9) Conducting social campaigns and websites and internet portals.
 - 10) Cooperation with local cultural and art institutions, local governments and other public and private institutions.
2. The Association pursues its goals within the framework of paid public benefit activities through:

- 1) activities for culture, art, protection of cultural assets and national heritage.
 - 2) maintaining and popularizing national traditions, cultivating Polishness and developing national, civic and cultural awareness.
 - 3) activities for European integration and developing contacts and cooperation between societies;
 - 4) activities for science, higher education, education, schooling and upbringing.
 - 5) activities supporting the development of local communities and societies.
 - 6) activities for children and youth.
3. The Association separates unpaid and paid public benefit activities in accounting to the extent that allows determining the revenues, costs and results of each of these activities, subject to accounting regulations.

CHAPTER V

Method of acquiring and losing membership, reasons for losing membership and rights and obligations of members

§ 9

1. A member of the association may be an adult person, having full legal capacity and not deprived of public rights.
2. Members of the association may be:
 - a. citizens of the Republic of Poland,
 - b. foreigners residing and not residing in the territory of the Republic of Poland,
 - c. legal persons.

§ 10

The association has members:

- a. ordinary,
- b. supporting,
- c. honorary.

§ 11

A legal person may only be a supporting member of the association.

§ 12

1. All persons participating in the Founding Meeting become ordinary members.
2. To become an ordinary member, a written declaration must be submitted and a positive recommendation from the Association Board must be received.
3. The admission of new members is made by the General Meeting of Members in the form of a resolution adopted at the next meeting.

§ 13

1. A supporting member of the Association may be a natural or legal person declaring financial, material or substantive support in achieving the Association's goals, after submitting a written declaration and receiving a positive recommendation from the Board.
2. The admission of new supporting members is made by the General Meeting of Members in the form of a resolution adopted at the next meeting.
3. The form and type of support for the Association shall be determined by supporting members who are legal persons with the Board of the Association in a written agreement.

§ 14

1. The Association may grant honorary membership to natural persons who have made an outstanding contribution to the development of national or international art and culture or whose activity is consistent with the Association's goals.
2. Honorary membership is obtained by adopting a resolution by the General Meeting of Members at the request of the Board or at the request of at least 5 members of the Association.

§ 15

Ordinary members have the right to:

1. Passively and actively participate in elections to the Association's authorities.
2. Use the Association's achievements and all forms of activity.
3. Participate in all forms of activity of the Association.
4. Submit motions concerning the Association's activities.
5. Implement their own projects and ideas within the Association's activities.
6. Apply to the Board for the possibility of exemption from paying membership fees due to a difficult financial situation.

§ 16

Ordinary members are obliged to:

1. Take an active part in the Association's activities and in achieving its goals.
2. Participate in General Meetings of Members.
3. Observe the statute and resolutions of the Association's authorities.
4. Take care of the Association's property and good name.
5. Participate in regular meetings of the Association.
6. Pay membership fees regularly.

§ 17

1. Supporting and honorary members do not have passive or active voting rights, but may participate with an advisory vote in the statutory authorities of the Association, and in addition, they have the same rights as ordinary members.
2. A supporting member is obliged to fulfill the declared benefits, observe the statute and resolutions of the Association's authorities.
3. Honorary members are exempt from membership fees.

§ 18

1. Membership in the Association ceases as a result of:
 - 1) Voluntary written resignation from membership in the Association.
 - 2) Exclusion by the General Meeting of Members due to a gross violation of the statutory principles, failure to comply with the provisions and resolutions of the Association's authorities, failure to comply with the obligations of a member of the Association, acting to the detriment of the Association.
 - 3) Due to the lack of active involvement in the Association:
 - a. at the request of at least 5 members of the Association,
 - b. due to unjustified arrears in the payment of membership fees, at least for a period of half a year.
 - 4) Loss of public rights pursuant to a final court judgment.
 - 5) Death of a member or loss of legal personality by a supporting member.
2. Exclusion from the Association requires a decision of the General Meeting of Members in the form of a resolution.
3. The General Meeting of Members shall notify the member, in writing, of the reason for exclusion. An appeal against a resolution of the General Meeting of Members on

exclusion from the Association may be lodged with the General Meeting of Members within one month from the date of delivery of the relevant resolution. The appeal shall be considered at the next General Meeting of Members. The resolution of the General Meeting of Members shall be final.

CHAPTER VI

Association authorities, the procedure for electing them, supplementing the composition and their competences.

§ 19 Association authorities

1. The highest authority of the association is the General Meeting of Members.
2. The association has a Association Board and an internal control body - the Audit Commission
3. In matters in which this statute does not specify the competence of the association authorities,
the adoption of resolutions is the responsibility of the General Meeting of Members.

§ 20 General Meeting of Members

1. The following persons participate in the General Meeting:
 - 1) Regular members with a decisive vote.
 - 2) Supporting members, honorary members and invited guests with an advisory vote.
2. The General Meeting may be ordinary or extraordinary.
3. The ordinary meeting is convened by the Management Board once a year. The Management Board must notify the Association members of the date and place of the meeting one week in advance by registered letter with acknowledgement of receipt or by e-mail or telephone or in person.
4. An extraordinary meeting may be held at any time. It is convened by the Board on its own initiative, at the request of the Audit Committee or at the written request of 2/3 of the total number of ordinary members of the Association. An extraordinary meeting should be held within one month of the date of submission of the request.

§ 21

The competences of the General Meeting of Members include:

1. Defining the main direction of the Association's activities and development.
2. Adopting amendments to the statute.
3. Election and dismissal of all authorities of the Association.
4. Granting discharge to the Board of the Association.
5. Adopting the amount of membership fees and other benefits for the Association.
6. Adopting the budget.
7. Granting membership: ordinary, supporting or honorary.
8. Considering and approving reports of the Association's authorities.
9. Considering applications and demands submitted by members of the Association.
10. Adopting a resolution on dissolving the Association or merging with another organization.
11. Consideration of appeals against decisions of the Association's Management Board
12. Adopting a resolution on the allocation of the assets of the liquidated Association.
13. Adopting resolutions on any matter brought to the agenda, in all matters not reserved for the competence of other authorities of the Association.

§ 22 Association Board

1. The Association Board consists of three persons: the president, vice-president and a member of the Association Board.
2. The function of the vice-president also includes the duties of the treasurer.
3. The function of a member of the Association Board also includes the duties of the secretary.
4. The Management Board meeting is held as needed, but no less than once every six months.
5. The Management Board meeting is convened by the president.
6. The president notifies the members of the Association Board of the date, place and agenda of the Association Board meeting one week in advance, by registered letter with acknowledgement of receipt or by e-mail or telephone or in person.
7. Members of the Association Board may receive remuneration for activities performed in connection with the function they perform.

§ 23

The competences of the Association Board include:

1. Managing all activities of the Association.
2. Implementing the Association's goals.
3. Representing the Association externally.
4. Executing resolutions of the General Meeting of Members.
5. Drawing up work plans and budgets.
6. Managing the Association's assets.
7. Planning and conducting the financial management of the Association.
8. Convening the General Meeting of Members of the Association.

§ 24 Audit Commission

1. The Audit Commission is appointed by the General Meeting of Members to exercise control over the Association's activities. It consists of four people, including the chairman and secretary.
2. The Commission's meetings are held at least once a year.
3. The Commission's meetings are convened by the chairman.
4. The Chairman shall notify the members of the Commission of the date, place and agenda of the meeting of the Audit Commission one week in advance, by registered letter with acknowledgement of receipt or by e-mail or telephone or in person.
5. The competences of the Audit Commission include:
 - 1) Controlling the entire activity of the Association and the work of the Board.
 - 2) Submitting applications from the control at the General Meeting of Members together with an assessment of the activities of the Association and the Board.
 - 3) Requesting to convene an Extraordinary Meeting of Members.
 - 4) Requesting to grant the Board a discharge.
 - 5) Concluding an agreement with a member of the Board and representing the Association in a dispute with him.

§ 25 Term of office of the authorities

1. The term of office of all the authorities of the Association lasts 4 years.
2. The election of the authorities of the Association shall take place in a secret ballot by a simple majority of votes, in the presence of at least half of the members entitled to vote.
3. If the composition of the Association's authorities decreases during the term of office, their composition may be supplemented by co-optation, which is carried out by the remaining members of the body. In this procedure, no more than half of the composition may be appointed.

4. Members of individual bodies may be dismissed by voting in the event of failure to perform the duties resulting from the function performed in the Association.
5. Members of the Association authorities may be elected for more than one term of office. The number of terms of office is not limited.

§ 26

1. Voting outside the meetings of the Association authorities may take place using electronic means of communication.
2. The use of electronic means of communication in voting at the meetings of the Association authorities takes place while ensuring at least:
 - a. real-time transmission of the meeting proceedings;
 - b. real-time two-way communication, within which a member of the association's authorities may speak during the meeting;
 - c. exercising the right to vote in person or through a proxy before or during the meeting.

CHAPTER VII

Method of representing the association, method of incurring financial obligations, conditions for the validity of resolutions of the association's authorities

§ 27 Method of representing the association and incurring obligations

1. The president and vice-president are authorized to represent the association and incur financial and financial obligations individually.
2. The signature of the president or vice-president of the Association Board, acting individually, is required to conclude agreements, grant power of attorney and submit other declarations of intent.
3. In agreements between the Association and a member of the Association Board and in disputes with them, the association is represented by a member of the Audit Commission indicated in a resolution of this body or a proxy appointed by a resolution of the general meeting of members.

§ 28 Conditions for the validity of resolutions of the association's authorities

1. The General Meeting of Members, the Association Board and the Audit Commission make decisions in the form of resolutions.
2. Resolutions of the General Meeting of Members are adopted by a simple majority of votes in the presence – on the first date – of at least half of the members entitled to vote or on the second date – regardless of the number of those present.
3. If the General Meeting of Members is unable to adopt a resolution on the first date, the Board shall convene the General Meeting of Members on the second date, no later than 30 minutes after the first date.
4. Voting on resolutions of the General Meeting of Members shall take place in an open manner, except for personal matters, where voting shall take place in a secret manner.
5. Resolutions of the Board shall be adopted by a simple majority of votes in the presence of at least half of the Board members. Voting shall take place in an open manner.
6. Resolutions of the Audit Commission shall be adopted by a simple majority of votes in the presence of at least half of the Commission members. Voting shall take place in an open manner. In the event of an equal distribution of votes, the vote of the Commission chairman shall be decisive.

CHAPTER VIII

Method of obtaining financial resources and establishing membership fees

§ 29

1. The Association's assets are generated from:
 - a. Membership fees.
 - b. Donations, subsidies, inheritances, bequests, shares, deposits, grants.
 - c. Subsidies, public generosity and sponsorship.
 - d. Income from own economic activity.
2. The amount of membership fees is determined by the General Meeting of Members in an open vote by a simple majority of votes, in the presence of at least half of the members entitled to vote.

CHAPTER IX

Association's assets, economic activity

§ 30

The Association's assets consist of real estate, movables, funds, intangible rights, received or acquired for ownership or use.

§ 31

1. To achieve its goals, the Association may conduct economic activity according to the general principles specified in separate regulations.
2. The scope of the conducted economic activity is consistent with the scope reported to the register of entrepreneurs in the National Court Register (KRS). The association does not conduct any paid business activities within the scope of its business activities.
3. The association maintains separate accounting for business activities.
4. The income from the association's business activities is used to implement its statutory objectives and cannot be allocated for distribution among its members.

§ 32

1. Decisions on the acquisition, disposal and encumbrance of assets worth up to one million zlotys are made by the Association Board.
2. Decisions on the acquisition, disposal and encumbrance of assets worth more than one million zlotys are made by the General Meeting of Members.

CHAPTER X

Principles for amending the statute

§ 33

1. A resolution on amending the statute of the Association is made by the General Meeting of Members by an absolute majority of votes, in the presence of at least half of the members entitled to vote.
2. The Association Board of the association is obliged to immediately notify the registry court of any amendment to the statute.

CHAPTER XI

Method of dissolution of the association. Final provisions.

§ 34

1. The association may dissolve itself based on its own resolution. The general meeting of members at its last session adopts a resolution on the dissolution of the association and appoints the chairman of the board as the liquidator of the association.
2. The association may be dissolved by the court.

3. The assets of the liquidated association shall be allocated for the purpose specified in the resolution of the general meeting of members on the liquidation of the association.
4. The costs of liquidation shall be covered from the assets of the liquidated association.