

The ASEMEA Statutes
of the European Association for the development of relations and economic cooperation
with the countries of Asia, the Middle East and Africa.

Preamble

With the object of supporting and consolidating the international cooperation of the Republic of Poland particularly with the countries of Asia, Africa and the Middle East an association shall be set up under the name of ASEMEA the European Association for the development of relations and economic cooperation with the countries of Asia, the Middle East and Africa.

Chapter 1

General provisions

§1

The Association acting on this Statutes (**‘Statutes’**) shall bear the name of ASEMEA the European Association for the development of relations and economic cooperation with the countries of Asia, the Middle East and Africa (**‘Association’**).

§2

1. The Association territory is the expanse of the republic of Poland and the legal address is the capital city of Warsaw.
2. To achieve the objectives the Association shall act on the premises of another country with respect for that country.

§3

1. The Association’s activity shall be based on community service of its members.
2. To process cases related to its activity the Association shall, where appropriate, recruit employees including its members.

§4

1. The Association shall be set up for an indefinite period.
2. The Association shall be a legal person and shall be registered in National Court Register.
3. The Association shall be a member of other national and international organizations and institutions of related objectives as well as undertaking cooperation with them.
4. Provisions of the law Act on Associations of 7th of April 1989 (as mentioned in Polish Official Journal, No 20, item 104 with amendments) shall apply in matters not regulated in this Statutes.

Chapter 2

Objectives and the means of its implementation

§6

The objective of Association shall work towards consolidating cooperation between the Republic of Poland and other countries specifically the countries of Asia, Africa and the Middle East in terms of building and consolidating of economic, social, cultural and scientific relations. This way of acting mentioned above shall be understood as follows:

- 1) Building and strengthening relations with entrepreneurs, active business environments, authorities, state institutions, government institutions, social institutions; organizations and other persons or national, foreign and international entities;
- 2) Strengthening cooperation on international forum in matters of common interests;
- 3) Inspiring, encouraging and promoting active cooperation and mutual assistance.
- 4) Initiating and supporting actions towards exchanging knowledge in terms of economic, legal, cultural, educational information;
- 5) Supporting the members of the Association in the country and abroad in relations with other persons and entities mentioned above, including applying to such in matters related to the interests of the Association members.

§7

The Association shall apply the objectives by:

1. Integration of its members and supporting the promoting actions of the members of the Association;
2. Carrying out the economic analyses of outgoing and incoming missions;
3. Dissemination the information regarding the state of economic development and

- conditions of establishment and pursuit of establishment in a country and abroad;
4. Taking the position and forming public opinion in matters regarding the cooperation with foreigners or interests of the Association members;
 5. Presenting opinions in matters related to the Association activity
 6. Posting of its representatives in advisory bodies of public authority;
 7. Taking position in public debate in matters related to the Association objectives;
 8. Inspiring of the Economic Initiatives and pursuit of organizational, legal, economic and technical advisory;
 9. Issuing, publication or dissemination of informative-promotional, educational-training and informative-legal materials;
 10. Organizing press conferences, information seminars, thematic meetings, symposia, conferences, business meetings, discussions, exhibitions and other enterprises of a promotional nature and participation of such enterprises in a country and abroad;
 11. Organizing and supporting initiatives towards education including trainings and courses and participation in them;
 12. Pursuit of activities under media, parties, training activities, publishing in any form and activity of commercial and employers organization;
 13. Carrying out scientific and social research;
 14. Funding scholarships;
 15. Acting in a party role on grounds of public interest in proceedings relevant to the statutory objectives of Association;
 16. Participation in creating and issuing an opinion on law regarding statutory objectives of Association;
 17. Setting up of commissions, committees, teams, working groups, etc. internally for development of particular projects;
 18. Encouraging Economic Initiatives of the members of Associations including gathering and disseminating of supportive information;
 19. Providing an assistance to members of the Association with regard to different marketing and consultative activities to enter the Polish or foreign market or to carry out ongoing activities;
 20. Supporting or representing members of the Association in connection with a judicial procedure before the administrative authorities of central or local government at home and abroad as well as before the judicial authorities.

Chapter 3

Members of the Association

§8

1. Members of the Association shall be divided into:
 - 1) ordinary members
 - 2) seconded members
 - 3) honorary members
2. Members of Association shall be natural (citizen of Poland as well as foreigner, regardless of the domicile) and legal persons (Polish and foreign);
3. Subject to the next sentence, legal person shall be merely seconded member of the Association. Legal person shall be an honorary member of the Association if, where appropriate, the Board so decides in the form of resolution;
4. Subject to the Law No 6 of this paragraph, ordinary membership shall apply from the date of adopting the resolution by the Board on accepting as a member of the Association under compliance the following premises by the candidate:
 - 1) submission of written declarations according to the function set out by the Board,
 - 2) performing positive written opinions of 2 members (verbally: two) of the Association
 - 3) payment of an initial fee which at the date of signing this Statutes shall be 200 zł (verbally: two hundred zlotys).
5. The General Assembly Members of the Association shall change the amount of the initial fee, referred to Law No 4 of this paragraph. Furthermore, the General Assembly of members of the Association may provision for periodic payment for the membership contribution by the appropriate members, with the exception of honorary members, including an indication of the rate of the contribution and the terms of the payment.
6. The founders of Association who have signed the list of the founding members attached to the application for registration to Association (Founding Committee), shall become its ordinary members from the moment of validation of the order of the court about the registration of the Association. The members of Founding Committee shall be accorded inalienable personal privileges referred to the Law No 14 of this paragraph.
7. Seconded member shall be a natural and legal person who shall declare financial, in-kind and substantive assistance in achieving the objectives of the Association or support the Association activities in another form.
8. Seconded members shall be adopted by the Board in the form of a resolution after the lodging of the written membership declaration by the candidate according to the function

set out by the Board.

9. An honorary member of the Association shall be a natural person and if, where appropriate, the Board so decides, a member shall be also a legal person who has made a major contribution in the activity or development of the Association or otherwise has earned for the Association or has prominent accomplishments and impeccable reputation.
10. Honorary members shall be admitted after the appropriate resolution has been taken by the Board upon 2 (verbally: two) members of the Association after prior written approval of such person has been obtained for appointing this person in the Association members.
11. The Board shall communicate the person concerned in writing of any resolution about the adopting or the refusal to the membership of the Association.
12. Ordinary members shall have the right to:
 - 1) participate in the General Assembly Members of the Association with casting voice;
 - 2) passive and active participation in the Association election;
 - 3) use achievement and property and any forms of the Association activity;
 - 4) take an active part in any forms of the Association activity including meetings, lectures or parties organized by the Association;
 - 5) present the requests and demands with the authorities of the Association about the work of the Association and request for information about the procedure of fixing them and evaluation of the activity of the Association's authorities;
 - 6) receive aid in implementing statutory objectives from the authorities of the Association;
 - 7) exercise other privileges resulting from the statutory activity of the Association.
13. Ordinary member shall give a written authority for a person with full legal capacity to exercise of the power referred to in Law No 12 mentioned above with the exception of the right to be elected to the authorities of the Association and with the exception of voting at the General Assembly in cases entered on the agenda at this General Assembly.
14. In addition to the powers granted to ordinary members referred to in Law No 12 and 13 mentioned above, the members of Founding Committee shall have the right to:
 - 1) exclusive appointing and removal of the first Board of the Association and the first Council of Members of the Association in secret ballot by an absolute majority of votes in the presence at least half of the Founding Committee members;
 - 2) exclusive appointing and removal of the President of the Board and the Council President of the Members of the Association upon expiry of the terms of office

of the first Board of the Association and upon expiry of the terms of office of the first Council of Members of the Association in secret ballot by an absolute majority of votes in the presence at least half of the Founding Committee members

15. Ordinary members shall be obliged to:

- 1) participate in the Association activity and achieve its objectives
- 2) caring for welfare and development of the Association
- 3) comply with the Statutes and the resolutions of the Association authorities
- 4) pay the membership contribution regularly (in the case of the introduction of such obligation by the Board).

16. Seconded and honorary members shall have no passive and active electoral right and at the General Assembly they shall not have the right exclusively to consultative opinion and besides they shall have the same rights as ordinary members.

17. Seconded member shall be obliged to fulfil declared provisions, comply the Statutes and the resolutions of the Association authorities.

18. Honorary members shall be exempted from the membership contribution.

19. Loss of the membership shall be a result of:

- 1) Written resignation to the Board
- 2) Excluding by the Board
 - a) because of breaking the Statutes non-compliance with the Association authorities resolutions,
 - b) because of notorious not-participating in the Association works,
 - c) because of non-payment of contributions for the period at least 6 months (in the case of the introduction of such obligation by the Board),
 - d) at the written, justified request of the 3 (verbally: three) members of the Association,
 - e) because of other specific reasons, which unable to remain a member of the Association by the person concerned
- 3) Disqualification of the public rights by final judgement;
- 4) The death of a member or loss of legal personality by a member – natural person
- 5) Loss of the membership as a consequence of excluding by the Board, on the grounds specified under point 2 (a) – c) shall occur after prior call for the interested member to abandon or remedy any breaches and to set a relevant deadline under sanction of termination of the membership after the ineffective above-mentioned time limit.

20. Resolution of the Board concerning loss of the membership shall be made in writing

together with justification. The resolution shall be delivered to the correspondence address or e-mail of the interested person given in the membership declaration.

21. An appeal against the resolution of the Board concerning loss of the membership shall be submitted to the Council within 7 days of the date of notification of the resolution in question with the justification. The Council Resolution shall be final and undertaken at the forthcoming Council.
22. Loss of the membership for any reason other than death of a member shall not exempt from regulating overdue the membership contributions (in the case of the introduction of such obligation of the Board) and any commitments made to Association.

Chapter 4

Association authorities

General provisions

§9

1. Association authorities shall be:
 - 1) General Assembly of Members (**General Assembly**)
 - 2) Association Board (**Board**)
 - 3) Council Association Members (**Council**)
2. Selection of the members of the Association and the Council shall be made from candidates – members of the Association who has agreed orally or in writing for candidature.
3. Subject to the §9 of the Law No 6 the members of the Council shall be appointed for a 5-year term (verbally: five) and they shall be elected by the General Assembly by an absolute majority by secret ballot unless more than half of members entitled to vote taking part in the General Assembly shall be in favor of an election of open ballot.
4. For the first five years (verbally: five) of Association activity the amendment of the Statutes shall not be possible in regard to the term of the Board and the Council office.
5. Resolutions of all the authorities of the Association shall be set out in open ballots by simple majority in the presence of at least half of properly notified and entitled members, unless the Statutes provide otherwise.

General Assembly of Members

§10

1. The ultimate power of the Association shall be the General Assembly.
2. Taking part in the General Assembly shall be with a casting voice by – ordinary members and with consultative opinion – seconded and honorary members and invited guests.
3. The General Assembly shall be ordinary and extraordinary. Congregations shall take place in Warsaw or other place in the country. The General Assembly shall take place abroad with the signed agreement of all of ordinary members. The decision about the place of the General Meeting shall be made by an authorized body.
4. Ordinary General Assembly shall be convened annually by the Board.
5. Extraordinary General Assembly shall take place in any time and shall be convened by the Board:
 - 1) on their own initiative
 - 2) at the written request of the Council
 - 3) at the written request of at least 1/3 of total number of the Association members
6. The Board shall be obliged to convene the Extraordinary General Assembly in order to supplement the consist of the authorities of the Association within 30 (verbally: thirty) days of the date on the decrease of the composition of the authorities.
7. The General Assembly shall be convened by the Council if:
 - 1) the Board shall not convene the Ordinary General Assembly within 30 (verbally: thirty) days after the expiry of 1 (one) year since the day of the previous Ordinary General Assembly;
 - 2) The Board shall not convene the Extraordinary General Assembly within 30 (verbally: thirty) days since the day of submission of a the request referred to the Law No 6 point 2) and 3) of this paragraph;
 - 3) The Board shall not convene the Extraordinary General Assembly in the cases and deadlines set out in the Law No 7 of this paragraph.
8. The authorized body of the General Assembly shall inform all of the members of the Association about the term and proposed agenda no later than 7 days before this term. That communication shall be delivered to the correspondence address or e-mail given by the member in the membership declaration.
9. The agenda shall be changed or extended by the General Assembly unless at least 2 (verbally: two) members entitled to vote and participated in the General Assembly shall raise an objection.
10. The competences of the General Assembly shall be:
 - 1) determining the major activity and development lines of the Association,

- 2) enacting changes of the Statutes,
- 3) electing and removing all of the Association authorities,
- 4) supplementing the consist of the authorities of Association,
- 5) granting discharge for the Board upon the request of the Council of Members,
- 6) considering activity reports of the Board and the Council of Members,
- 7) adopting the Association budget,
- 8) considering and authorizing the reports of Association authorities,
- 9) considering requests and demands notified by the members of the Association or their authorities,
- 10) modifying of the initial fee and introducing mandatory payment of the membership contribution including an indication of its rate,
- 11) adopting a resolution to terminate the Association and allocating its assets,
- 12) deciding upon the matters not reserved by the Statutes order of other Association authorities,
- 13) deciding upon other cases where the needs of the Statutes so require.

The Board of the Association

§11

1. The Board shall direct overall the Association activity and shall represent them externally.
2. Member of the Board shall receive remuneration for the activities carried out in relation to the function. The principles or the amount of the remuneration shall be determined by the Board.
3. The Board shall consist of between 2 (verbally: two) and 5 (verbally: five) Members including the President of the Board and the Vice-President of the Board.
4. Members of the Board shall not be persons convicted by a final judgement for an intentional offence subject to public prosecution or for fiscal offence.
5. The President of the Board acting with other Member of the Board shall be entitled to make declarations of intent on behalf of the Association in all matters including representations, incur financial commitments, conclude agreements, grant power of attorney.

§12

1. The Board Meetings shall take place where appropriate.

2. The Board Meetings shall be convened by the President or, in his absence, the Vice-President, at least three days before the meeting using means of direct communication at a distance. For important reasons, a person convening the Board Meetings shall reduce the above-mentioned term to 1 day. If all members of the Board are present, the Board Meeting shall take place without formal convening.
3. In a situation of equal spread of voices, the President shall have a casting voice.

§13

The competences of the Board shall be:

- 1) Directing of the ongoing activity of the Association in accordance with the Statutory objectives and representing the Association externally,
- 2) Executing the General Assembly resolutions,
- 3) Drawing up the working plans and the budget of the Association,
- 4) Managing of the Association's assets,
- 5) Adopting a resolution to acquiring, disposing or debiting assets of the Association,
- 6) Exempting the members from the payment of the membership contributions in specific cases,
- 7) Recruiting employees of the Association and setting out the principles or the rate of their remuneration,
- 8) Convening the General Assembly,
- 9) Activities reporting at the General Assembly,
- 10) Admitting and rejecting of members of the Association,
- 11) Deciding upon other cases where the needs of the Statutes so require.

Council of Members

§14

1. The Council shall be a supervisory authority of the Association.
2. The Council shall consist of between 3 to 5 persons including the Chairperson elected by the Members of the Council.
3. The Council shall be independent from the Board and the Members of the Council shall not be the members of the Board.
4. The Council shall contribute to:

- 1) control of the Board activities in regard to respect the Statutes and execute resolutions of the General Assembly.
- 2) control of the financial economy of the Association, asset and asset management by the Board.
- 3) process the appeals in the matters specified in the Statutes
- 4) submit applications form the visit at the General Assembly
- 5) entitle to request to convene the General Assembly and the Board meeting
- 6) convene the General Assembly Meeting in the case referred to the paragraph 10, the Law No 8 of the Statutes
- 7) submit applications for the General Assembly for a discharge for the Board
- 8) report on its activity at the General Assembly

§15

In agreements between the Association and a member of the Board and in disputes with him, the Association shall be represented by a member of the Board indicated in appropriate resolution of the Council or an attorney convened by the resolution of the General Assembly.

Chapter 5

Responsibility

§16

1. Subject to the general principles resulted from the mandatory legal provisions, members of the Board shall be responsible for public-law liabilities in accordance with the regulation of this paragraph. At the same time, for the avoidance of doubt, it shall be confirmed that members of the Association, non-member of the Board, shall not be responsible for the liabilities of the Association.
2. Members of the Board shall be responsible for public-law liabilities of the Association resulting from in the course of their work as a Member of the Board.
3. Members of the Board shall be responsible for the obligations of the Association in addition to the Association.

Chapter 6

Funds and assets of the Association

§17

1. The asset of the Association shall arise from the membership contributions (in the case of the introduction of such obligation of the Board), donations, inheritances, legacies, incomes from own activities, revenue from the Association asset and from the public dedication. The Association in accordance with applicable provisions, shall accept donations, inheritances and legacies and take benefit of public dedication.
2. Any monies shall be held exclusively in the Association bank account.
3. The Association shall lead financial economy in accordance with applicable legal provisions.
4. Decisions on acquiring, disposing and charging the Association asset shall be made by the Board in accordance with the provisions provided for in the §11 of this Statutes.

Chapter 7

Amendment of the Statutes and the termination of the Statutes

§18

1. Resolution concerning the amendment of the Statutes and resolution concerning termination of the Statutes shall be adopted by the General Assembly by a qualified majority vote – (2/3) at the presence of at least half of entitled to vote.
2. Adopting the resolution on terminating the Association, the General Assembly shall indicate a liquidator, determine liquidation procedure of the Association and destiny asset of the Association.

This Statutes has been adopted on 21st of February 2018 in Warsaw, by the Founding Committee consisting of:

- 1) Antoni Mielniczuk
- 2) Witold Sławiński
- 3) Jan Styliński
- 4) Piotr Burzyński
- 5) Henryk Dyjas
- 6) Andrzej Murawski
- 7) Paweł Piętka
- 8) Ryszard Jędrzejczak

