

# **STATUTES**

of the

**POLISH ACADEMIC NETWORK ABROAD (POLANA)**

## **Section I: The Association**

### **Article I: Legal Form**

1. The “POLISH Academic Network Abroad”, otherwise known as “POLANA” is a non-profit organization founded on the 26th of May 2023. The organization is governed by the present articles as well as Articles 60 et seq. of the Swiss Civil Code.
2. The name of the organisation, from here on out referred to in its shortened form “POLANA”, must be mentioned in all official documents created and/or agreed upon by the association, such as: acts, invoices, announcements, publications, letters, or orders.
3. The organisation is headquartered and registered in Cäsar-Ritz-Strasse 5, 8046, Zürich (Switzerland); it exists for an undefined duration and can be disbanded at any moment in accordance with the rules for disbandment under the association statutes.

### **Article II: Goals**

1. POLANA is not commercially, politically, or religiously motivated, but follows and is defined by the following motives and goals:
  - a. To upkeep and promote the polish culture and traditions.
  - b. To bring together like-minded people who are interested in Poland, as well as the activities of the polish association.
  - c. To organize educational, social, cultural, sports, and other activities for the members of the association and the public.
  - d. To improve and facilitate the connections between Polish students and academics in Zürich.
  - e. To represent members of the association and their interests at meetings with other students, academics, associations, and cultural institutions.
  - f. To host and organize events that promote Polish culture, scholars, and research.
  - g. To establish connections between academic and cultural institutions in Zürich (and the whole Switzerland) and in Poland, enhance common exchange, and facilitate relations between both parties through the path of culture, cooperation, coordination, and information sharing.
  - h. To welcome new Polish and Polish-speaking members of ETH, UZH, and other higher education or research institutions in Zürich and facilitate their integration.

- i. To promote Polish culture at higher education and research institutions in Zürich.
  - j. To increase awareness about Polish issues among ETH and UZH students and other higher education and research institutions in Zürich.
2. The organization funds shall only be allocated to the goals decided above.

### **Article III: Resources**

1. The revenue of the POLANA is made up of:
  - a. Donations and contributions of donors and members.
  - b. Private and public funding from organizations.
  - c. Proceeds from public events organized by POLANA or other associations.
  - d. Membership fees agreed upon at the General Assembly (GA) every year.
  - e. Any other resources authorized by Swiss law.

## **Section II: Members of the Association**

### **Article IV: Membership**

1. Two types of working memberships exist in the association:
  - a. Active members.
  - b. Board representatives.
2. The association must have at least four board members to function.
3. Passive members

### **Article V: Membership Entry**

1. Any Polish and non-Polish student, alumni, faculty member, or employee of the higher academic institution in Zürich (and in the whole Switzerland) who is interested in the activities of POLANA and agrees to follow the purposes of the POLANA can become an active member.
2. POLANA Membership is defined by the Members list. After agreeing to the collection of personal data, which consists exclusively of the member's name and contact information, one can become an official member of POLANA.

### **Article VI: Membership Rights and Obligations**

1. The list of POLANA members is regularly updated by the Board.
2. Only POLANA members may attend and vote at the GA, as well as be elected to the Board.
3. Each member and board representative of POLANA gets one vote at the GA.
4. Members and board representatives are required to abide by the purposes of the organization and the Statutes.
5. For every calendar year, starting on January 1<sup>st</sup> and ending on December 31<sup>st</sup>, the members of POLANA pay a membership fee, agreed upon by the GA every year.
6. Any member can terminate their membership through the following means:
  - a. Written notification to the Board.
  - b. Oral notification during the GA and Board approval.
  - c. In case of death (for natural persons) or dissolution (for legal persons or institutions).

7. Membership termination is only effective after confirmation from the Board.
8. A member who has resigned has no right to POLANA assets and cannot claim refunds of any donations or contributions they made.

#### **Article VII: Membership Exclusion**

1. The Board reserves the right to refuse/terminate the membership of any person in case of misconduct or unconstitutional practice.
2. The exclusion of a member is decided at a GA on the proposal of the Board.
3. The excluded member has no right to any reimbursement of any donations, membership fees or contributions that they have paid. Likewise, he or she cannot claim any account, require any inventory, or demand the liquidation of POLANA.

#### **Article IX: The Board**

1. The Board serves as the executive body of POLANA. It manages the association within the framework of the statutes and the directives of the GA. In particular, the Board:
  - a. Decides on the orientation of the association.
  - b. Decides on the projects to be developed and maintains contact with partners.
  - c. Admits new members, while retaining a right of refusal.
  - d. Approves the resignation of working members.
  - e. Maintains the accounts of the association and submits them to the GA for ratification.
  - f. Convenes the GA and draws up its agenda, including the annual budget.
  - g. Can propose changes to statutes to the GA.
  - h. Keeps a list of members of the association up to date.
  - i. Organizes and manages events and fundraisers, and communicates them to members.

#### **Article X: Board Membership Election**

1. The Board consists of a minimum of four members, which must include a President, a Vice President, Main Event Organiser, and a Treasurer.
2. The Board is elected by the GA for a term of one year.
3. Members of the Board are eligible for re-election.

4. All members of the Board are separately elected and voted on.
5. Board members may be elected during the year at a Secondary GA, to finish the election term.

#### **Article XI: Board Membership Termination**

1. Every Board member may resign through a written or electronic announcement to the board. If this happens, a replacement functionary may be voted on at a Board meeting.
2. If a member of the Board cannot carry out their full term for reasons other than resignation, The Board may also appoint another member to take over the position in question.
3. After being appointed by the board, the newly chosen replacement for the President, Vice President, Treasurer, or Main Event Organiser must also be approved at a GA; a secondary GA should be arranged promptly.
4. If a Board member is absent for three consecutive conventions of the Board without warning the President or Vice President, and without a valid reason for absence, he or she will be considered in the process of statutory resignation.
5. The Board is relieved of its obligations towards the association at the end of its mandate during the regular GA.

#### **Article XII: Board Membership Roles**

1. The tasks of the primary functionaries of the Board include, but are not limited to, the following:
  - a. The President presides over the association and organizes the GA. They are responsible for the organisational management and initiation of the organisation of events. They act as the legal representative for all documents that mention the name "POLANA" in reference to the association.
  - b. The Vice President is in charge of organisational management, organisation of events, responsibility, and is the deputy president. They are responsible for the administrative tasks of the association, such as the creation of records, keeping the list of working members up-to-date, and reports of activities during meetings. The Vice President is the guardian of the statutes and ensures the legal functioning of the organization.
    - i. All documents pertaining to legislation must be signed by both the President and Vice President (as a secondary legal body).

- c. The Main Event Organizer serves as head organizer of events and is responsible for the creation of a yearly report.
    - d. The Treasurer is responsible for the accounting of the association. They are responsible for the financial report of every organized activity, including a quarterly financial report and a yearly balance of payment statement. The Treasurer is responsible for carrying out outgoing payments and for receiving outstanding payments, fees, and subsidies. The Treasurer serves as the legal body (in tandem with the Vice President) on all official documents related to POLANA finances (incl. fees, sponsorships, and contracts).
      - i. All documents pertaining to finances must be signed by both the President and Treasurer (as a secondary legal body).
  2. The Board may include secondary functionaries, including positions such as:
    - a. Communication manager
    - b. External Relations manager
    - c. UZH responsible person
    - d. IT manager
  3. The Board is not limited to the roles outlined in Article XII and upon the decision of the Board, additional functionaries may be created or removed.

### **Article XIII: Board Operations**

1. The Board meets freely, without a fixed schedule.
2. The Board can only convene and decide legally if at least half of the Board members are present.
3. Decisions of the Board are taken by a majority vote of the present members, each having one vote.
4. In the event of a tie, the President's vote is decisive. Should neither the President nor the Vice President be present, the Treasurer and Main Event Organiser decide in case of a tie. Should in this case the Main Event Organiser and Treasurer have diverging views, then no decision is reached, and the matter is postponed until the next meeting.
5. In case of emergencies, the Board may decide through unanimous written agreement of the board members. The written agreement then becomes legally binding.
6. The Board reports on its activities to the GA.

### **Section III: The General Assembly**

#### **Article XIV: Role**

1. The General Assembly (GA), consisting of all active members, is the highest sovereign organ of the association, which determines and controls the activities of the association. It automatically takes all decisions that are not the responsibility of the board, by law and the statutes, with its primary functions consisting of:
  - a. Electing the Board.
  - b. Approving the budget.
  - c. Expelling a member.
  - d. Approving any amendments to the statutes.
  - e. Proposing events.
  - f. Closing the current accounting year and opens the next.
  - g. Appointing each year a control body (an auditor), which acts independently of the board.
  - h. Approving the reports of the board, the annual accounts, and balance sheets.
  - i. Releasing the Board from its obligations towards the association at the end of its term.
  - j. Issuing an opinion on any proposal appearing on the agenda emanating from the board or member.

#### **Article XV: Operation**

1. The GA is split into two types of general meetings:
  - a. The Primary General Assembly (GA)
  - b. The Secondary General Assembly (Sec. GA), which is limited to discussing the current situation of the organization, planning as well as updating the members on future events. The Sec. GA is not concerned with electing a new board - only with approving board chosen replacements, if necessarily.
2. The Primary GA is convened once a year at the beginning of the autumn semester, taking place regardless of the number of present members.
3. The Secondary GA is convened at least once a year at the beginning of the spring semester, taking place regardless of the number of present members
4. The GA may be convened at the request of at least 25 percent of active members or by the decision of the Board.
5. The Board publishes the assembly agenda at least three days before the GA and at least one week before the Sec. GA.



6. All active and honorary members have the right to make proposals and attend the GA.
7. Proposals made by members may be communicated to the Board in writing up until 3 days before a GA and can then be added to the agenda.

### **Article XVI: Voting**

1. At the beginning of the GA, a vote counter(s) is(are) appointed and fixed in the protocol.
2. Each working member has the right to vote at the GA and has one vote.
3. The Board is responsible for checking the right to vote of those present before the GA starts.
4. The decisions of the GA are taken by a simple majority vote (with the President serving as a tiebreaker) and a two-thirds majority vote in case of changes to statutes.
5. Voting is done non-anonymously unless two or more members request an anonymous vote.

## **Section IV: Accounting and Auditing**

### **Article XVII: Accounting**

1. The corporate and accounting year begins on the 1st of January.
2. The Board presents the yearly financial report of the preceding financial year, starting and ending with the secondary GA, as well as a financial prospect for the following year. The present members at the GA decide on approval, with a majority vote.
3. The yearly financial report is submitted to the registry and is kept by the Vice President.

### **Article XVIII: Auditing (Control Body)**

1. An auditor(s) is(are) responsible for auditing the accounts and the balance sheet presented by the Board, then submitting a report to the GA.
2. The auditor(s) is(are) liable to:
  - a. Require at all and any time the account statements and accounting documents of the association, as well as check the status of the cash register at any point in time.
  - b. Convene EGAs in the event of serious malfunctions in the association.

### **Article XIX: Auditor Elections**

1. Auditor(s) are to be appointed each year.
2. Any non-member of the association may be elected as an auditor.

## **Section V: Committees**

### **Article XX: Role**

1. The Board may set up committees to carry out specific tasks.
2. The Board may delegate part of its competencies to non-Board members, without this transfer having any effect on the general policy of the association or the general competencies of the Board.
3. A committee may be created for a limited period (provisional committee) for a single event, or they can be created permanently. Under all circumstances, the creation of committees is the exclusive competence of the Board.

### **Article XXI: Creation**

1. When a committee is created, the Board draws up the protocol specifying the tasks and responsibilities of the committee and appoints its members. The Board can also appoint the chairman(-woman) of the committee.
2. Any member of the POLANA can become a member of a committee.
3. In the case of external collaborations, an external person can become a member of a committee.

### **Article XXII: Functioning**

1. Committees work independently from the Board but regularly report on their activities, with the Board being able to request additional information on their activity at any point in time.
2. Only the Board can fix the budget of the committees (in line with the budget approved by GA).
3. An existing committee must submit an accounting report to the Board at the end of its activity.
4. A committee must submit a complete account at least once a year so that the accounts can be presented to the GA.

## **Section VI: Statutes**

### **Article XXIII: Duties under the Statutes**

1. Every Board member of the association is expected to have read the statutes, know them, and accept them. Every working member is expected to be familiar with the goal and purpose of the association found within the statutes as well as their rights and obligations to POLANA.
2. In case a member cannot agree with one or more articles of the statutes, a complaint can be filed during the primary GA.

### **Article XXIV: Adjustments to the Statutes**

1. The statutes may only be adjusted during the GA or the Board meeting according to the rules set out in Article XV.
2. All statute adjustments must be dated and signed by all acting core functionaries of the Board.
3. The new statutory adjustments definitively change all articles from the previous version of the statutes under the effect of the new adjustments.

## **Section VII: Liabilities and Signature**

### **Article XXV: Liability**

1. The commitments and liabilities of POLANA are only guaranteed by the association's assets.
2. Working members do not assume any personal liability or obligation to make additional payments for the commitments made by the association.

### **Article XXVI: Signature**

1. The President and the Treasurer have joint power over the bank and postal accounts of the association, as well as all financial operations within the framework of the decisions by the GA.
2. For any commitment other than financial, particularly pertaining to legal commitments, the President and Main Event Organiser have joint legal power: pertaining to the signing of documents.
3. The legal power of the Treasurer and President may be delegated to any other Board member by the Treasurer and Main Event Organiser in their respective area of competencies.

## **Section VIII: Dissolution**

### **Article XXVII: Dissolution of the Association**

1. The dissolution of POLANA can only be pronounced during the GA, by a two-thirds majority of the working members present, and only on the proposal of the Board.
2. Any assets still available after payment of all debts of the association will be handed over to an association or recognized institution of general interest in the canton of Zürich pursuing identical or similar goals. Under no circumstance may the goods be returned to the physical founders, the board, or members, nor used for their benefit in whole or in part.

## Section IX: Closure

### **Article XXVIII: Translation**

1. In case of a possible translation of the statutes, the English version remains authentic and legally binding.

### **Article XXIX: Approval**

1. For all cases not covered in these statutes, the association relies on Articles 60 et seq. of the Swiss Civil Code.
2. These statutes were entered into force after their approval at the GA on **2nd of October 2024.**

Bartosz Sobieraj 09.10.2024

President

Marcin Byczko 09.10.2024

Vice President

Michał Osiek  
09.10.2024

Treasurer