

THE STATUTE OF
THE EUROPEAN BISON FRIENDS SOCIETY

26th of November 2005

Section 1

GENERAL ISSUES

§ 1

The European Bison Friends Society, called below the Society, is a registered society with legal identity and acts based on the following Statute.

§ 2

1. Poland is the territory of activity for the Society.
2. The Society can act abroad in order to achieve its goals.

§ 3

The Society has its headquarters in Warsaw, Poland.

§ 4

1. The Society uses a stamp with a full name: the European Bison Friends Society.
2. The acronym by which the Society is known is “EBFS”.
3. The Society uses its own LOGO.
4. European Bison Friends Society is the international name of the Society.

§ 5

The Society can be a member of national and international organizations with the same or similar profile of activity.

Section 2

GOALS AND MEANS OF ACTIVITY

§ 6

The goal of the Society is to support and initiate all activities for conservation and survival of the species European bison (*Bison bonasus*), especially in advisory and editorial activities.

§ 7

The activity of the Society is based mainly on:

1. activity of members
2. activity of employees

§ 8

The Society achieves its goals by:

1. Helping in creating and implementation of European bison restitution projects, including sustaining or increasing genetic variability of the population.
2. Initiating, organizing and financing scientific research in concordance with goals of the Society.
3. Collecting data on the state and threats of population.
4. Giving opinions on every case that can threaten the species.
5. Informative and educational activity.
6. Advising on European bison breeding.
7. Editorial activity.
8. Cooperation with local and state institutions in enforcing nature and environment protection laws.
9. Cooperation with other, national and international societies and academic organizations in promoting and fulfilling goals described in the Statute.
10. Taking part in court proceedings in cases applying to laws protecting European bison and its habitat.
11. Organizing and taking part in symposia, conferences and courses on subjects lying within the scope of the Society's goals.

Section 3 MEMBERSHIP RULES

§ 9

1. There are three types of membership: regular, supporting and honorary.
2. Regular membership is open for every person, willing to become a member by signing the membership declaration, agreeing to fulfill the Society's goals and paying membership fees. Every candidate should have endorsement of two current members. All participants of the first assembly, who signed the membership declaration, are regular members.
3. Supporting membership is open for individual individuals or institutions, who declared the will to fulfill, or to help in fulfilling the goals and agreed to give financial support to the Society. The status of supporting member is given by the Board. The supporting member (or its representative in case of institution) can participate in works of the Society. Supporting members have the right to seek help from the Society based on the rules determined by the Board.
4. Honorary membership can be awarded by the General Members Assembly upon request of the Board or 1/3 of society's members. Honorary membership shall be given to individuals of outstanding significance and importance for the Society and its goals. Honorary members are exempt from paying the fees.

§ 10

Regular and honorary members :

1. Receive announcements about every General Members Assembly.
2. Receive the abstract of the Society's annual report.
3. Have the right to participate in General Members Assembly, make proposals and participate in making resolutions.
4. Have the right to vote, if they have reached the age of 16.
5. Have the right to stand in election, if they have reached the age of 18.

6. Have the right to receive publications of the Society based on the rules determined by the Board.
7. Have the right to other privileges determined by the Board.

§ 11

The Society members are obligated to:

1. Comply with the Statute and resolutions of the Board.
2. Pay the membership fees, which (for regular members) is determined by the General Members Assembly.
3. Support fulfilling of the statutory goal of the Society by their professional and charitable activity.

§ 12

Membership terminates by:

1. resignation in writing addressed to the Board.
2. expulsion caused by failure to pay membership fees for two consecutive years.
3. conviction of a crime may revoke the membership
4. a decision of the Board connected with non compliance with the Statute, acting to the Society's damage and against its goals. The Board's decision is preceded by actions described in § 21.
5. termination of the honorary membership by decision of the General Members Assembly, upon request of the Board or 1/3 of the members.
6. Death of the member or liquidation of the corporation (supporting members).

Section 4

THE SOCIETY'S AUTHORITIES

§ 13

The Society's authorities are:

1. General Members Assembly
2. the Board
3. Audit Commission

§ 14

1. General Members Assembly is the major authority of the Society.
2. There is General Members Assembly and Extraordinary General Members Assembly.

§ 15

1. The date of the first General Members Assembly is determined by the Founders' Committee on the founding meeting, not later than 90 days after the meeting.
2. Chair of the first General Members Assembly is chosen among the founding members.
3. General Members Assembly (except the first one) is called by the Board every 3 years. Extraordinary General Members Assembly can be called by the Board:

- a) on its own decision
 - b) upon the written request of at least 1/3 of Society's voting members
 - c) upon the written request of the Audit Commission.
4. In case referred to in § 21 p. 2 and if the Board ignores members' request (as described in 17.3b and 17.3c), the right to call Extraordinary General Members Assembly is given to the Audit Commission. Simultaneously the right of the Board to call Extraordinary General Members Assembly is suspended until the Extraordinary General Members Assembly, called by Audit Commission, takes place, not longer than 3 months.
 5. Extraordinary General Members Assembly is called by the Board within 2 months after the date of receiving request or making the resolution.
 6. The Board informs all members about the date and place of General Members Assembly, by sending out written announcements no later than 21 days before planned meeting. The Chair of the General Members Assembly is chosen from members (except the first General Members Assembly).
 7. Resolutions are made by simple majority of votes in presence of not less than ½ of the voting members. In case of absence of more than ½ of members, General Members Assembly is organized for the second time, not earlier than in 30 minutes, and its resolutions are valid regardless of the number of present and voting members. Details of the procedure are described in § 19.
 8. After every General Members Assembly the report will be prepared and signed by the Board and the Audit Commission, and made available to all members. The recording secretary is appointed by the Chair.
 9. In case of Extraordinary General Members Assembly called by the Audit Commission, points 5-9 are used respectively.

§ 16

The General Members Assembly acts as follows:

1. decides about the profile of activity
2. makes amendments in the Statute of the Society
3. elects the President
4. elects members of the Board
5. elects members of the Audit Commission
6. makes resolutions in cases presented by participants of the General Members Assembly
7. reviews and approves annual activity and financial reports of the Board, reports of the Audit Commission and gives approval to the Board.
8. makes resolutions about dissolution of the Society and allocation of its assets
9. awards and revokes the status of Honorary Member
10. decides about the amount of membership fees
11. investigates the appeals of the Board's decisions

§ 17

Voting during the General Members Assembly:

1. Voting in personal cases is private, in other cases it is public unless a voting member requests otherwise.

2. The result of the vote is decided by the simple majority (over $\frac{1}{2}$ of valid votes). The only exception is voting on dissolution of the Society, when the majority of over $\frac{2}{3}$ is needed.
3. In elections of the President, members of the Board and Audit Commissions: if number of candidates receiving the majority of votes exceeds the number of available seats, the number of votes decides the election. If none of the candidates receives required majority, there is an additional round of voting, where simple majority of votes is significant.
4. Chair of the General Members Assembly announces the voting rules and appoints the Election Committee.
5. The Election Committee supervises the voting and prepares a report, Committee's Chair informs about the voting results.
6. In case of private voting, papers ballots are filed and safestored until the next General Members Assembly.

§ 18

1. The Board is the authority responsible for representing and conducting the Society's issue.
2. The Board makes regulations referring to cases not described in this Statute.
3. Term of the Board lasts 3 years and ends during the General Members Assembly.
4. The Board consists of 5 people: the President, 2 Vice-presidents, Treasurer and Secretary.
5. The Board organizes Extraordinary and ordinary General Members Assemblies.
6. The President and members of the Board are elected during the General Members Assembly in two separate elections.
7. The Board chooses Vice-presidents, Treasurer and Secretary among its members.
8. The Board assembles in place and time chosen by itself, at least quarterly. The Board's resolutions are deemed valid only if not less than $\frac{3}{5}$ of members of the Board are present, including President or one of vice-presidents. In case of a tie, the deciding vote belongs to the Chair.
9. The President leads all meetings of the Board in which he participates or chooses another person to lead the meeting. The same rules refer to vice-presidents if the President is absent.
10. The President informs the Audit Commission about date and place of the meeting.
11. The Secretary is responsible for all documents of the Society and official correspondence.
12. The Treasurer is responsible for collecting membership fees, liabilities and controlling financial documentation.
13. If Board does not obtain the approval of the General Member Assembly, there is voting on approval for every Board member separately.
14. The Board member who did not receive approval, loses his vote for the rest of the term, not less than 1 year.

§ 19

1. The Board can expel the member of the Society in cases described in § 14. Person, who is considered to be expelled, will be notified by registered letter or in person with confirmation in writing about accusations and origin of them, and will be requested to resign in specified time. There is also information about the date of the meeting where the decision about expulsion will be made. The meeting can not be sooner than 30

days since the letter was sent. Individual concerned, as far as she/he does not resign, has right to make written or verbal explanations. After becoming acquainted with explanations, the Board makes the decision.

2. Person expelled out of the Society has right to make written appeal to the Board's decision. Appeal has to be made in max. week time after the meeting of the Board, to the Audit Commission, which can call Extraordinary General Members Assembly during 2 months after receiving the appeal. Extraordinary General Members Assembly through voting accepts or rejects decision of the Board. In the meantime, up to the decision of General Members Assembly, concerned person is suspended in member's rights.
3. In case of not appealing, the decision about expulsion is valid 30 days after the decision. Expelled person has no right to expect refund of money paid to the Society.

§ 20

In case of resignation, being expelled or death of the Member of the Board or Audit Commission, the Board in 2 months time calls Extraordinary General Members Assembly, where the vacancies are filled, according to procedure described in § 19.

§ 21

The Board presents report of statutory and financial activity to the General Members Assembly.

§ 22

1. The Audit Commission is the controlling body of the Society, its members have right to participate in the Board meetings.
2. The Audit Commission consists of 3 members. Member of the Audit Commission can not be a member of the Board.
3. Members of the Audit Commission can not be convicted of a crimes.
4. Members of the Audit Commission are elected during General Members Assembly. The term lasts 3 years and ends with resignation during the General Members Assembly.
5. Members of the Audit Commission chose a chair among themselves.
6. The Audit Commission has a right to request the Board to call Extraordinary General Members Assembly or in situation described in § 21 p. 2 and § 17 p. 4 has right to call Extraordinary General Members Assembly by itself.
7. Resolutions of the Audit Commission are passed by simple majority of votes in presence of not less than 2 members.

§ 23

Following activities are Audit Commission's duties:

1. Audit of total activity of the Society, which should be performed at least once a year.
2. Reporting to General Members Assembly on evaluation of financial activity of the Society and request for giving approval to the Board..
3. Passing to the Board remarks and opinions in reference to the Society's activity.
4. Giving opinions on members' requests concerning activity of the Board.

Section 5

THE SOCIETY'S FUNDS

§ 25

1. The Society's assets are as follows: real-estate, material and monetary funds, as well as intellectual and legal properties.
2. The money comes from:
 - a. membership fees
 - b. voluntary contributions, legacies
 - c. income from sponsorships by foundations and other organizations and institutions
 - d. public contributions
 - e. income from business activity

§ 25

Following authorities are allowed to make financial decisions: the Treasures and President of the Board or in their absence members, of the Board authorized by the President.

Section 6

FINAL ISSUES

§ 26

Dissolution of the Society is a result of valid resolution of General Members Assembly made with 2/3 of votes of present members with votes. The Society's name can not be used by any other society.

§ 27

In any case not described in the Statute or when the interpretation is not clear, the judgement is made by the Board based on the "Prawo o Stowarzyszeniach" regarding to the Society's goals.

§ 28

Resolution on amendments to the statutes made by the General Assembly (ordinary or extraordinary) by a simple majority of votes, in presence of not less than half of entitled to vote.