

ARTICLES

of

Students and Alumni Association of Warsaw University of Technology Business School

Effective 11 December 2013

The Consolidated Text

*Please note that this is an English translation of the original Polish version of the Articles.
If there should be any discrepancies between the English version and the Polish original,
then the original Polish language version will prevail.*

Chapter I

General provisions

§ 1

The Association is given the name Stowarzyszenie Studentów i Absolwentów Szkoły Biznesu Politechniki Warszawskiej and is hereinafter referred to as The Association. For international contacts The Association may use the name Students and Alumni Association of Warsaw University of Technology Business School or its acronym SAAMBA.

§ 2

1. The Association operates on the basis of the Polish Act of Associations of 7 April 1989 (published in Dz. U. Nr 20 poz. 104) including all the changes and amendments to the Act. The Association is a legal entity.
2. The Association shall operate for an indefinite period of time.

§ 3

The Association operates in Poland and abroad, with its headquarters located in Warsaw, Poland.

§ 4

The Association may use a stamp, a logo, marks and trademarks in accordance with the relevant regulations.

§ 5

The Association's activities are based on voluntary work of its members. The Association may hire employees to conduct its operations.

Chapter II

Objectives and means of The Association

§ 6

The Association's objectives are:

1. To bring together the alumni and students of Warsaw University of Technology Business School in an organization working towards maintaining continuous contact, exchange of experiences and mutual help.
2. To promote The Association and to work towards maintaining high tuition standards and a prestigious image by the Warsaw University of Technology Business School.
3. To assist in funding scholarships for the students of Warsaw University of Technology Business School.
4. To assist engineers with career planning and with building their administrative and managerial competencies.
5. To co-operate with institutions, organizations and associations of similar goals.
6. To inspire and conduct a variety of activities promoting the goals of The Association.
7. To promote ethical behaviour in business.
8. To issue opinions on legal acts regulating the activities being in The Association's direct interest.
9. To issue opinions and recommendations on matters related to entrepreneurship and entrepreneurs.

§ 7

The Association will realize its goals through:

1. Organization of meetings, conferences, symposiums, various types of training, internships, fairs and other events.
2. Organization of cyclic events, alumni reunions, balls, recreational and sports events as well as international trips.

3. Conducting editorial, journalistic and informational activities, including in particular running a web service as well as publishing books, magazines, newspapers and periodicals.
4. Fundraising to finance the realization of statutory goals.
5. Establishing funds to finance scholarships, special events and mutual assistance.
6. Offering legal and professional support to the members.
7. Issuing opinions on legal acts through petitions and inquiries with the authorities.
8. Active involvement in the decision-making processes related to key issues of Warsaw University of Technology Business School.
9. Other activities supporting the realization of statutory goals.
10. Business consulting in the field of entrepreneurship and management.
11. Realizing The Association's promotional goals by selling advertising time and space.
12. Conducting activities leading to acquisition of employment offers and distributing the acquired information amongst the students and alumni of Warsaw University of Technology Business School.
13. Conducting research and development activities in the area of economics and interdisciplinary economic sciences.

Chapter III

Members of The Association, their rights and responsibilities

§ 8

The Association's membership will be one of the following types:

- a) ordinary
- b) special
- c) supporting
- d) honorary

§ 9

An "Ordinary Member" of The Association is defined herein as an individual, who:

a) is a graduate of Warsaw University of Technology Business School,

or

b) is a person of particular merit for the realization of the Association's goals, has submitted their membership application and has been accepted by the Board as well as by the General Assembly of the Association,

or

c) has been a "Special Member" of The Association for at least one year and has been accepted by the Board as well as by the General Assembly of the Association.

§ 10

An Ordinary Member in good standing has the right to:

1. Elect and be elected member of the Board.
2. Participate in the General Assembly with full voting rights.
3. Make a motion related to the Association's activities.
4. Receive assistance from the Association.

§ 11

An Ordinary Member is obliged to:

1. Adhere to the present Articles, regulations and resolutions of The Association.
2. Participate actively in the realization of the statutory goals of The Association.
3. Pay membership fees.

§ 12

A "Special Member" of The Association is defined herein as an individual who is a student in good standing at the Warsaw University of Technology Business School, or who is neither a student nor a graduate of Warsaw

University of Technology Business School, but is interested in the statutory activities of The Association and has declared to meet the obligations of an Ordinary Member and has been accepted by the Board on the basis of the declaration made in writing. A Special Member has the rights described in § 10 points 3 and 4 and the right to participate in the General Assembly in a consulting role, provided that their membership fees have been paid.

§ 13

A "Supporting Member" of The Association is defined herein as an individual or a legal entity who is interested in the statutory activities of The Association and who will provide The Association with financial or material assistance and who has been accepted by The Association's Board on the basis of a written declaration. A Supporting Member has the rights described in § 10 points 3 and 4 and the right to participate in the General Assembly in a consulting role, provided that their membership fees have been paid. A Supporting Member who is a legal entity participates in the Association's activities via its appointed representative.

§ 14

A "Honorary Member" of The Association is defined herein as an individual of particular merit for the realization of the Association's goals. Honorary Membership is conferred by the General Assembly upon a motion of the Board. A Honorary Member possesses all the rights of an Ordinary Member and is released from the obligation to pay membership fees.

§ 15

Membership in The Association ends upon:

1. Resignation by giving written notice to the Board.
2. Termination by the Board due to non-payment of membership fees for a period of 12 months. The termination must be preceded by sending a written reminder to the member in question.
3. Expulsion upon a resolution of the Board, passed on the basis of the Peer Court's ruling, due to non-adherence to The Articles of The Association, its by-laws, regulations or resolutions passed by The Association's authorities, or due to acting to the detriment of The Association.
4. Losing legal status by the Supporting Member who has been a legal entity.
5. Death of the Member.

A Member who has been terminated or expelled has the right to appeal against the resolution, no later than 30 days after the resolution was passed, to the General Assembly, whose resolution is final.

Chapter IV

The authorities of The Association

§ 16

The authorities of the Association are:

1. General Assembly
2. Board
3. Audit Committee
4. Peer Court

The Board is elected by the General Assembly for two-year terms by secret voting. The General Assembly may pass a resolution to hold an open voting with a majority of two thirds of voting members. Unless the Articles of The Association state otherwise, resolutions are passed by a simple majority of votes provided that at least half of the number of the voting members are present. If a member of the Association's Board, Audit Committee or Peer Court resigns during the term, the Association's authorities may co-opt new members to those bodies, but the number of co-opted new members may not exceed one third of the number of elected members.

§ 17

The Association's highest authority is the General Assembly. The General Assembly may be ordinary or extraordinary.

§ 18

The ordinary General Assembly is convened by the Board once a year as a reporting assembly, and once every two years as a reporting and voting assembly. The Board must notify the Association's members twice by electronic mail about its date, time and proposed agenda for at least 14 days before the announced date of the assembly. This mode of notification is obligatory also when notifying the Association's members about other vital events.

Unless The Articles of The Association state otherwise, during the first voting term the General Assembly's resolutions shall be passed by a simple majority of votes in the presence of at least half of the number of voting members. When the quorum is not present during the first voting term, the second voting term may take place on the same day and the resolutions shall be passed by a simple majority regardless the number of voting members.

The powers of the General Assembly are:

1. To determine the main directions of the Association's statutory and financial activities.
2. To exonerate the Board at the end of the term upon a motion of the Audit Committee.
3. To elect first the President of the Board, then establish the number of members of the Board and elect the members of the Board, Audit Committee and Peer Court.
4. To approve of the amount of the membership fees proposed by the Board, with the reservation that the Board will be allowed to valorize the fees by up to 10% per annum.
5. To confer the title of a Honorary Member.
6. To ratify the Board's resolutions to grant Ordinary Membership to persons who are not graduates of Warsaw University of Technology Business School.
7. To pass resolutions regarding changes to The Articles or the dissolution of The Association.
8. To consider appeals against the Board's resolutions.
9. To adopt regulations related to the functioning of The Association's authorities.
10. To examine questions that are beyond competence of any other authorities of The Association.

§ 19

The Board convenes an extraordinary General Assembly:

1. of its own initiative,
2. upon a motion in writing by the Audit Committee,
3. upon a motion in writing by at least one quarter of the number of The Association's Ordinary Members.

The extraordinary General Assembly shall be convened within one month from the date of the motion or the proposal and shall consider the matters due to which it has been convened.

§ 20

1. The Board is the Association's highest authority during the period between the General Assemblies. The Board consists of the President and 1-6 graduates of Warsaw University of Technology Business School, from among which the Board chooses maximum two Vice-Presidents. If the Board consists of 2 members, the second member becomes the Secretary and Treasurer. If the Board consists of more members, it chooses the member or members to become the Secretary and the Treasurer. The Board's meetings are called as often as necessary.

2. In addition, the Board may consist of: one representative of each programme of Warsaw University of Technology Business School, who is a student of Warsaw University of Technology Business School and who has been approved by the Board's elected members who are graduates of Warsaw University of Technology Business School.

§ 21

The duties and powers of the Board are:

1. To realize the statutory goals of The Association,
2. To represent The Association to third parties and to act on its behalf,
3. To manage the assets of The Association,
4. To implement the resolutions passed by the General Assembly,
5. To prepare and submit annual reports on The Association's activities,
6. To convene the General Assembly,
7. To adopt resolutions on The Association's activity plans,
8. To accept, terminate and expel Ordinary, Special and Supporting Members.
9. To propose the amounts of membership fees and to valorize them by up to 10% per annum,
10. To vindicate the receivables of The Association, in particular the membership fees due.

§ 22

The Audit Committee consists of two members, out of which it chooses its President.

The Audit Committee's duties and powers are:

1. To audit at least once per year all the activities of The Association,
2. To lodge a motion with the Board, which presents the results of the audit and asks for explanations,
3. To lodge a motion to convene an extraordinary General Assembly,
4. To present to the General Assembly a report describing its activities and to lodge a motion to exonerate the Board at the end of the term.

The members of the Audit Committee may participate in the Board's meetings in a consulting role.

§ 23

The Peer Court consists of two members, from among which it chooses the Chairperson. The duties and powers of the Peer Court include adjudicating disputes between The Association's members over matters related to The Association, or between The Association's members and the Board. The Peer Court acts and adjudicates on the basis of the by-laws adopted by the General Assembly.

Chapter V

The assets of The Association

§ 24

1. The assets of The Association consist of:
 - a) membership fees,
 - b) grants, donations, inheritances, legacies,
 - c) revenues generated by statutory activities,
 - d) revenues generated by commercial activities conducted in accordance with the relevant regulations,
 - e) revenues generated by The Association's assets and by fundraising,
 - f) proceeds from tax deductions, grants and donations for social and public purposes.

2. It is forbidden to use the assets of The Association:

a) to grant loans or to put up collaterals for liabilities of its members, members of its authorities or employees, or persons with whom the employees remain in marital relationship, or in lineal consanguinity or affinity, or in collateral consanguinity or affinity up to the second degree, or to whom they are related due to adoption, guardianship, custody or wardship - hereinafter referred to as "Relatives".

b) to transfer them for the benefit of its members, members of its authorities or employees, or their Relatives, on terms different to terms offered to third parties, especially on preferential terms or free of charge.

c) to use them for the benefit of its members, members of its authorities or employees, or their Relatives, on terms different to terms offered to third parties, unless this use results directly from pursuing a statutory goal of The Association.

d) to purchase products or services on preferential terms from entities whose members, employees, board members, owners or stakeholders are The Association's members, members of its authorities, employees, or their Relatives.

§ 25

1. The declarations of will regarding The Association's assets are made by: the President of the Board or a Vice-President of the Board, and one of the Board's members authorised by this Board.

2. The declarations of will on behalf of The Association in the course of ordinary management may be made by one person authorised by the Board.

Rozdział VI

Changes to the Articles and the dissolution of The Association

§ 26

A resolution making changes to the Articles or dissolving The Association is passed by the General Assembly by a majority of two thirds in the presence of at least half of the number of voting members, and at the second voting term regardless the number of voting members present.

In the case of the dissolution of The Association, the General Assembly will pass a resolution with regard to The Association's assets and will appoint a Liquidation Committee which will conduct liquidation of The Association.

If it is not possible to convene the General Assembly, The Association's assets will be used to fund scholarships for the students of Warsaw University of Technology Business School.

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