

The Statutes of the
INTERNATIONAL SOCIETY FOR MANUFACTURING, SERVICE AND
MANAGEMENT ENGINEERING

passed by the Assembly of founding members on 10 December 2013 in Bialystok

CHAPTER I
GENERAL PROVISIONS

§ 1

1. The society is named: **International Society for Manufacturing, Service and Management Engineering** (Polish: Międzynarodowe Stowarzyszenie Inżynierii Zarządzania, Produkcji i Usług), further called "Society".
2. An abbreviated name of the society may also be used: „ISMSME”.
3. The Society operates under the Act of 7 April 1989, Law on Associations (Journal of Laws 2001 No. 79, item 855, as amended) and under this Statute.
4. The Society uses its own emblem (logo). The Society may use its own stamp with the name.

§ 2

The Society is a voluntary, self-governing, stable, membership non-profit organisation.

§ 3

The Society has legal personality.

§ 4

1. The Society's registered office is located in Bialystok.
2. The Society operates nationally and abroad.
3. The society may become a member of home and abroad organisations of similar aims.

§ 5

The Society can create its field offices in the manner specified in the statute.

§ 6

The duration of the Society is unlimited.

CHAPTER II

PURPOSE

§ 7

Aims of the Society:

- 1) activities for the general public through the development of responsible intellectual and scientific elites;
- 2) dissemination of knowledge in the field of management engineering, manufacturing and services;
- 3) initiating and supporting the scientific and technical work in disciplines including management science, production engineering and services engineering;
- 4) supporting the development of research programs in the field of management science, production engineering and services engineering;
- 5) improvement of professional qualifications and the development of professional ethics of managers and engineers;
- 6) promoting an interdisciplinary approach to problems at the interface between social sciences and engineering;
- 7) assistance in the development of scientific contacts between individuals and institutions active in the field of management science, production engineering and services engineering;
- 8) activities for the promotion of standards in the field of management science, production engineering and services engineering;
- 9) providing opinions developed by the Society and its members to interested parties;
- 10) supporting charities and charitable actions proposed by members of the Society.

§ 8

The Society realizes its goals through:

- 1) cooperation with representatives of businesses, government entities, local government and others in the implementation of the statutory objectives of the Society, in particular through joint activities and the exchange of experiences at conferences, seminars and meetings;
- 2) publishing activities, including the issuance of scientific journals;
- 3) cooperation with other organizations with similar objectives, operating in the country and abroad, with representatives of science through the implementation of joint projects, programs, research and exchange of information
- 4) organizing and co-organizing scientific conferences, training courses, seminars, workshops and competitions;
- 5) developing and maintaining contacts and cooperation in the triad of business-science-administration;
- 6) the exchange of knowledge and information necessary for the development of the members of the Society;
- 7) representing the interests of representatives of science;
- 8) running activities which integrate members of the Society through culture, recreation and socialising;
- 9) attention to the principles of ethical behaviour;
- 10) cooperation with other organizations and individuals presenting similar objectives
- 11) conducting scientific research;

- 12) acquisition of funds for the implementation of the statutory objectives of the Society through grants or other financial support from public funds, including funds from the EU;
- 13) supporting the student community interested in the organization and realization of the objectives coinciding with the statutory objectives of the Society and exchange of knowledge and information about the needs and achievements of the student community in this regard;
- 14) other activities consistent with the fundamental objectives of the Society.

§ 9

The Society pursues its objectives on the basis of the social work of its members. It can, however, employ staff to manage its affairs.

§ 10

1. The Society may conduct business in all sizes and forms to pursue its statutory objectives, in compliance with the rules specified in separate regulations. Income from economic activity is exclusively for implementation of statutory objectives. The decision to undertake business activities is adopted by the General Assembly of a simple majority of members.
2. The Society may also run a paid public benefit activity in all sizes and forms to pursue its statutory objectives under the terms of the law on voluntary and public service. Operating income is only intended to implement the statutory goals.
3. The Society may organize paid courses and training, as well as perform paid research, scientific research and expertise for companies, public entities, local governments and other organisations. The Society may also engage in the sale of its magazines.
4. The Society may form a limited liability company or joint stock companies, as well as join such companies.

CHAPTER III MEMBERS RIGHTS AND OBLIGATIONS

§ 11

Members of the Society may be a person accepting statutory purposes and means of action of the Society.

§ 12

1. Members of the Society are divided into:
 - a) ordinary members,
 - b) contributing members,
 - c) honorary members.

§ 13

1. An ordinary member of the Society may be any adult citizen of the Republic of Poland, not deprived of public rights.
2. A member of the Society may also be any adult foreigner.

3. Individuals as founders of the Society acquire membership at the time of entering the Society into the register.

§ 14

1. Acceptance as a member of the Society takes place after the candidate's declaration in written or electronic form to join the Society and after the acceptance of the candidacy by the Society's Board in a resolution adopted by a simple majority.
2. This declaration is attached as Appendix 1 to this Regulation.

§ 15

A contributing member of the Society may be Polish and foreign individuals, legal persons, organizational units, operating in accordance with the statutory objectives of the Society. The form and the type of support is agreed between the contributing members and the Board of the Society.

§ 16

Honorary members of the Society may be Polish and foreign individuals and organizational units without legal personality which have made an outstanding contribution to the development of the idea of the Society, or made a contribution to the Society in another special way.

§ 17

1. Granting honorary membership shall be effected by a resolution of the General Assembly, at the request of the Board of the Society.
2. Honorary membership is awarded for an indefinite period.
3. Honorary Member is exempt from the obligation to pay membership fees.

§ 18

1. The President of the Society holding this position for at least three full terms may be awarded the dignity of Honorary President of the Society. General Assembly may also award this title to the former President of the Society who has made an outstanding contribution to the activities and development of the Society, by a resolution adopted on its own initiative with the consent of the person concerned for an indefinite period. The privilege of Honorary President may be held at a given time only by one person.
2. Honorary President of the Society is exempted from the obligation to pay membership fees.

§ 19

1. An ordinary member is obliged to:
 - a) actively participate in the work of the Society and to promote its objectives and program;
 - b) promote and actively pursue the objectives of the Society;
 - c) contribute, through their activities, to increase the role and importance of the Society;
 - d) care for the good name of the Society;

- e) comply with the statutes, regulations and resolutions of the Society;
- f) solicit shaping a positive public opinion and atmosphere around the activities of management, manufacturing engineering;
- g) regular payment of fees.

2. An ordinary member of the society has a right to:

- a) participate in the work of the Society;
- b) participate in the General Assembly of members with casting vote;
- c) the passive and active voting rights;
- d) request in all matters relating to the objectives and functioning of the Society;
- e) the use of the premises of the Society;
- f) make use of recommendations, guarantees and care of the Society in their activities;
- g) use free of charge any technical equipment, guidance and training available for the members of the Society;
- h) participate in meetings, lectures, conferences, symposia organized by the Society;
- i) use other opportunities offered by the Society to its members;
- j) participate in all forms of the Society's activities;
- k) use the funds of the Society on the terms specified by the Board.

§ 20

1. Contributing members are obliged to:

- a) comply with the provisions of the Statute and resolutions of the Society,
- b) support the activities of the Society and promote its ideas and statutory objectives.

2. Contributing members have right to:

- a) participate in the General Assembly of members in an advisory capacity;
- b) make requests in all matters relating to the objectives and functioning of the Society;
- c) make use of recommendations, guarantees and care of the Society in their activities;
- d) participate in the meetings, lectures, conferences and symposia organized by the Society;
- e) participate in all forms of the activities performed by the Society;
- f) use other opportunities offered by the Society to its members.

§ 21

Honorary members have right to:

- a) participate in the General Assembly of members in an advisory capacity,
- b) participate in all forms of the activities performed by the Society.

§ 22

Membership in the Society ceases due to:

- 1) written voluntary resignation submitted to the Board, established by resolution of the Board;
- 2) death of the member;
- 3) loss of full legal capacity;

- 4) exclusion in the form of a resolution of the Board:
 - a) activities contrary to the Statutes and resolutions of the Society,
 - b) unjustified avoidance of participation in the work of the Society,
 - c) falling behind with membership fees for three periods.
- 5) deprivation of honorary membership by the resolution of the General Assembly of members.
- 6) exclusion following the situations referred to in 3 a) and b) takes place at the written reasoned request of at least 10 members of the Society.

§ 23

A member may appeal against the resolution of the Board concerning their exclusion to the General Assembly within 30 days from the date of serving of the resolution. The resolution of the General Assembly is final and is considered at the next General Assembly of Members.

CHAPTER IV AUTHORITY STRUCTURE

§ 24

1. The Society's authorities are:
 - a) General Assembly of members,
 - b) the Board,
 - c) Audit Committee.
2. The advisory body of the Society is the Advisory Board of the Society.

§ 25

The term of office of all authorities of the Society shall be four years, and they shall be elected by secret ballot by an absolute majority of votes in the presence of at least half of the members entitled to vote. The election of authority is conducted among an unlimited number of candidates.

§ 26

1. General Assembly of members is the Society's highest authority.
2. The following members partake in the General Assembly:
 - a) ordinary members – with casting vote,
 - b) honorary members – in advisory capacity,
 - c) członkowie wspierający – in advisory capacity.
3. Each member shall have one vote.
4. The General Assembly of members may be convened as ordinary and extraordinary.
5. The Ordinary General Assembly is convened by the Board at least once every twelve months.
6. The Extraordinary General Assembly of members may be convened by the Board or at the written reasoned request of at least 1/4 of the members, or at the request of the Audit Committee.
7. Notice of the date, place and proposals on the agenda of the General Assembly should be effectively delivered to all ordinary members at least 14 days prior to the date of the

meeting. The effective service is considered when posted by registered mail or sent by e-mail to the address specified in the declaration of membership.

8. The General Assembly of members must be attended by at least half of the members entitled to vote in the first term and in the second term, which may be set an hour later on the same day - the General Assembly can effectively deliberate regardless of the number of participants.

§ 27

The powers of the General Assembly include:

- a) adoption of the Programme of Action of the Society,
- b) considering and approving the reports of the Board and the Audit Committee,
- c) considering and approving the budget,
- d) adopting the Rules of Procedure of the General Assembly of members,
- e) granting discharge to the Board for the performance of its duties,
- f) election and dismissal of members of the Board and the Audit Committee,
- g) adopting amendments to the Statute of the Society,
- h) passing resolutions on the appointment by the Society of branches and companies,
- i) adoption of resolutions on granting the status of honorary member of the Society,
- j) adoption of a resolution on dissolution of the Society,
- k) considering appeals against the resolutions of the Board brought by members of the Society,
- l) considering complaints filed by members on the Executive Board;
- m) determining the amount of membership fees,
- n) passing resolutions on all matters not reserved for the activities of the Board.

§ 28

1. Resolutions of the General Assembly are passed by a simple majority of members.
2. Change of the statute, recalling of the President, members of the Board, the Audit Committee and the dissolution of the Society require a majority of at least two thirds of the votes in the presence of half of the members of the Society in the first term; the requirement for the presence of more than half of the members does not apply in the second term.

§ 29

1. The Management Board shall consist of a maximum of 7 members elected by the General Assembly.
2. The Board consists of President, Vice President, Treasurer and up to four members of the Board.
3. The President, Vice President, Treasurer and members of the Board are appointed and dismissed by the General Assembly of members.
4. The Board's competence comprise:
 - a) directing the current affairs of the Society,
 - b) representing the Society and acting on its behalf,
 - c) admission of new members to the Society,
 - d) convening the General Assembly of members,
 - e) preparation of draft resolutions of the General Assembly of members, including the draft budget,

- f) implementing the resolutions of the General Assembly,
 - g) drawing a consolidated text of the Statute.
5. The Management Board shall include all resolutions which are not reserved for other authorities of the Society.
 6. Persons authorised to make statements on behalf of the Society are: President alone or two members of the Board as a complete representation.
 7. At the end of the calendar year, the Management Board is obliged to submit a report on its activities to the General Assembly of members.

§ 30

1. Meetings of the Board shall be convened once a quarter, but not less frequently than once every six months at the initiative of the President or at the request of three members of the Board.
2. Management Board resolutions are passed by a simple majority of votes of at least four members of the Board. In case of equal distribution of votes, the casting vote belongs to the President of the Board.
3. Resolutions of the Board may be appealed against in writing by the members of the Society to the General Assembly within 30 days from the date of service of a copy of the resolution.

§ 31

1. The Audit Committee consists of a chairman and two members.
2. The members of the Audit Committee may not be included in the executive bodies of the Society.
3. The powers of the Audit Committee include:
 - a) controlling the current work of the Society,
 - b) controlling the economy and the financial assets of the Society at least once a year,
 - c) submission of applications on the acknowledgement of fulfillment of duties at the General Assembly of members,
 - d) requesting the convening of the General Assembly of members.
4. Meetings of the Audit Committee shall be convened by the Chairman at least once a year, on their own initiative or at the request of another member of the Committee.
5. The Chairman of the Audit Committee shall have the right to participate in an advisory capacity in meetings of the Board.

§ 32

1. The Advisory Board is composed of the founding members of the Society that are not members of the Board and the Audit Committee.
2. The Management Board may also invite other persons to participate in the work of the Advisory Board.
3. The Advisory Board elects a chairman and a secretary.
4. Resolutions of the Advisory Board are passed by a simple majority of votes.

§ 33

The tasks of the Advisory Board include:

- a) providing opinions on the program of the Society for approval by the General Assembly of members,

- b) elaboration of the methods of raising funds for the activities of the Society,
- c) evaluating the changes in the statute of the Society.

§ 34

In the event of reduction of the composition of the Board or the Audit Committee of the Society during the term, the composition may be effected by co-opting. Cooptation is carried out by other members of the body, whose composition has decreased. In this mode, not more than half of the body may be appointed.

§ 35

1. Outside branches of the Society may be established by the resolution of the General Assembly of members. The necessary number of members constituting the basis for the establishment of a branch is 15 people.
2. Branches of the Society do not hold a legal personality, they operate independently and are subject to the supervision of the Board and financial control of the Audit Committee.
3. Branches of the Society implement the statutory objectives of the Society in determined by them forms of action.
4. The activities of the Branch are governed by the Branch Board composed of:
 - a) the President of the Branch,
 - b) Vice President of the Branch,
 - c) three members of the Branch Board.
5. In relations with the Society, the Branch is represented by its President or any other person authorized by the Branch Board.

CHAPTER V

FINANCE

§ 36

1. Assets of the Society only serve to achieve its statutory objectives.
2. Assets of the Society consists of:
 - a) movables owned by the Society,
 - b) other property rights,
 - c) cash.
3. The sources of the assets of the Society are:
 - a) membership fees,
 - b) donations, bequests, legacies,
 - c) income from the activities run by the Society, including economic activity,
 - d) dividend payable to the Society as shares in companies,
 - e) cash flows in cooperation with other organizations working in the country and abroad,
 - f) income from public generosity,
 - g) interest on bank accounts,
 - h) public subsidies,
 - i) other income from the assets of the Society.
4. Cash and cash equivalents, regardless of their source of origin, should be kept in the account of the Society.

5. The amount of the fee is determined each year by the General Assembly and can not be less than PLN 120 per year for individuals and PLN 1,200 per year for legal and organizational entities without legal personality. Membership fees should be paid by the end of the first quarter of each year.
6. The newly admitted members of the Society shall pay dues within 30 days of receipt of the notice of acceptance as a member.

§ 37

Assets of the Society are administered by the Board.

§ 38

1. Statements in property matters of the Society require a compatible interaction of two members of the Board, including the President or the Vice President, subject to paragraph 2.
2. Pursuant to the resolution of the Board, declarations of intent with regard to disposition of assets or incurring liabilities in the amount exceeding PLN 10 000 on behalf of the Society are made by two members of the Board acting jointly, including the President.

CHAPTER VI CHANGE OF STATUTE AND DISSOLUTION OF THE SOCIETY

§ 39

1. Change the statute requires a resolution of the General Assembly passed by a qualified majority of 2/3 of votes in the presence of at least half of the ordinary members in the first term; in the second term, the requirement for the presence of more than half of the members does not apply.
2. The application for amendment of the statute may be applied in writing by the Management Board of the Society, or a group of at least 15 ordinary members of the Society.

CHAPTER VII DISSOLUTION OF THE SOCIETY

§ 40

1. Dissolution of the Society may be made at the request of a group of at least 15 ordinary members of the Society, or in the case of decrease in the number of members of the Society of less than 15 people, or in the case of an application by the Board if the statutory objectives will cease to be pursued.
2. The Society may be dissolved by resolution of the General Assembly of members adopted by a qualified majority of two thirds of votes in the presence of at least half of the ordinary members of the Society in the first term; in the second term requirement for the presence of more than half of the members does not apply.

3. On passing a resolution to dissolve the Society the General Assembly of members shall determine the persons responsible for carrying out the procedure of dissolution of the Society.

§ 41

1. Dissolution of Society requires a resolution of the General Assembly adopted by a majority of two thirds of votes in the presence of at least half of the ordinary members of the Society in the first term; in the second term the requirement for the presence of more than half of the members does not apply. The resolution should include the appointment of a liquidator of the Society and decisions to allocate the assets of the Society.
2. The application for dissolution of the Society may be submitted in writing by the Management Board of the Society or a group of at least 15 ordinary members of the Society.
3. In the event of dissolution of the Society on the basis of its own resolution or a motion submitted in accordance with paragraph 2, the liquidators of the Society are the members of the Board.

CHAPTER VIII FINAL PROVISIONS

§ 42

1. In matters not regulated by this Statute provisions of the Law on Associations shall apply.
2. The Statute and its amendments shall enter into force after validation of the relevant provisions of the registry court.