

KOD UK CONSTITUTION

Adopted on 31 March 2016, last amended on 1 October 2017, as specified by clause 10.2.

1. NAME

The name of the unincorporated association (the "Association") is KOD UK.

2. NATIONAL LOCATION

The principal office of the Association is in England.

3. OBJECTS (each an "Object" and together, the "Objects").

3.1 The objects of the Association are to:

3.1.1 support the work of the Komitet Obrony Demokracji in Poland, in particular by organising rallies and campaigns in the UK in support of Polish democracy;

3.1.2 promote democratic values, in particular within the Polish community in the UK; and

3.1.3 foster dialogue about Polish and European democracy, politics and history,

3.2 Nothing in this constitution shall authorise an application of property of the Association for purposes which do not further the Objects.

4. POWERS

4.1 The Association has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so.

5. APPLICATION OF INCOME

5.1 The income of the Association must be applied solely towards the promotion of the Objects.

5.1.1 Any Member is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Association.

5.1.2 None of the income of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association.

5.2 Nothing in this Clause 5 (*Application of income*) shall prevent a Member or connected person receiving any benefit or payment which is authorised by Clause 6 (*Benefits and payments to Members and connected persons*).

6. BENEFITS AND PAYMENTS TO MEMBERS AND CONNECTED PERSONS

6.1 General provisions.

No Member or connected person may:

6.1.1 buy or receive any goods or services from the Association on terms preferential to those applicable to members of the public;

6.1.2 sell goods, services, or any interest in land to the Association;

6.1.3 be employed by, or receive any remuneration from, the Association; or

6.1.4 receive any other financial benefit from the Association, unless the payment or benefit is permitted by subClause 6.2 of this Clause 6 (*Benefits and payments to Members and connected persons*).

6.2 Scope and powers permitting Members' or connected persons' benefits

6.2.1 A Member or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.2.2 A Member or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

7.1 A Member must:

7.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement entered into in the pursuance of the Objects of the Association; and

7.1.2 absent himself or herself from any discussions of the Members in which it is possible that a conflict of interest will arise between his or her duty to act in the interests of the Association and any personal interest (including but not limited to any financial interest).

7.2 Any Member absenting himself or herself from any discussions in accordance with this Clause 7 (*Conflicts of interest and conflicts of loyalty*) must not vote or be counted as part of the quorum in any decision of the Members on the matter.

8. COMMITTEE MEMBERS

8.1 Functions and duties of Committee Members

The Committee Members shall manage the affairs of the Association and may for that purpose exercise all the powers of the Association. It is the duty of each Committee Member:

8.1.1 to exercise his or her powers and to perform his or her functions in his or her capacity as a Committee Member of the Association in the way he or she decides in good faith would be most likely to further the Objects; and

8.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(a) any special knowledge or experience that he or she has or holds himself or herself out as having; and

(b) if he or she acts as a Committee Member of the Association in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

8.2 Eligibility

8.2.1 Every Committee Member must be a natural person.

8.2.2 No individual may be appointed as a Committee Member of the Association if he or she is under the age of 16 years.

8.2.3 No one is entitled to act as a Committee Member whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Committee Members decide, his or her acceptance of the office of Committee Member.

8.3 Number of Committee Members

8.3.1 there must be at least three Committee Members. If the number falls below this minimum, the remaining Committee Member or Committee Members may act only to call a meeting of the Committee Members, or appoint a new Committee Member.

8.3.2 the maximum number of Committee Members is seven. The Committee Members may not appoint any Committee Member if as a result the number of Committee Members would exceed the maximum.

8.4 Committee and Executive members shall be confirmed every six months.

8.4.1 The Committee Members of the Association are as follows:

- Mariusz Gąsior
- Joanna Gos (Treasurer)
- Małgorzata Hallewell
- Antoni Otffinowski
- Magdalena Szabert

8.4.2 The Executive Members of the Association are as follows:

- Tyla Arabas
- Krzysztofa Balińska
- Olimpia Mainka
- Michał Reimer
- Katarzyna Rembiasz

9. APPOINTMENT OF COMMITTEE MEMBERS

9.1 Apart from the first Committee Members, every Committee Member must be appointed by a resolution passed at a properly convened meeting of the Committee Members.

9.2 In selecting individuals for appointment as Committee Members, the Committee Members must have regard to the skills, knowledge and experience needed for the effective administration of the Association.

10. NEW COMMITTEE MEMBERS

10.1 The Committee Members will make available to each new Committee Member, before his or her first appointment, a copy of the current version of the constitution.

10.2 On the appointment of a new Committee Member, the constitution will be amended to reflect his or her appointment.

11. RETIREMENT AND REMOVAL OF COMMITTEE MEMBERS

11.1 A Committee Member ceases to hold office if he or she:

11.1.1 retires by notifying the Association in writing (but only if enough Committee Members will remain in office when the notice of resignation takes effect to form a quorum for meetings);

11.1.2 is absent without the permission of the Committee Members from all their meetings held within a period of six months and the Committee Members resolve that his or her office be vacated;

11.1.3 dies; or

11.1.4 in the written opinion, given to the other Committee Members, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee Member and may remain so for more than three months.

11.2 Any person retiring as a Committee Member is eligible for reappointment.

12. TAKING OF DECISIONS BY COMMITTEE MEMBERS

12.1 Any decision, which must be taken by the Committee Members, may be taken either:

12.1.1 at a meeting of the Committee Members; or

12.1.2 by resolution in writing or electronic form agreed by all of the Committee Members, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Committee Members has signified their agreement.

13. DELEGATION BY MEMBERS

13.1 The Members may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Members may at any time alter those terms and conditions, or revoke the delegation.

13.2 This power is subject to the following requirements:

13.2.1 the acts and proceedings of any committee must be brought to the attention of the Members as a whole as soon as is reasonably practicable; and

13.2.2 the Members shall from time to time review the arrangements, which they have made for the delegation of their powers.

14. MEETINGS OF COMMITTEE MEMBERS

14.1 Calling meetings

14.1.1 Any Committee Member may call a meeting of the Committee Members.

14.1.2 Subject to that, the Committee Members shall decide how their meetings are to be called, and what notice is required.

14.2 Chairing meetings

The Committee Members may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Committee Members present may appoint one of their number to chair that meeting.

14.3 Procedure at meetings

14.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Committee Members, or the number nearest to one third of the total number of Committee Members, whichever is greater, or such larger number as the Committee Members may decide from time to time. A Committee Member shall not be counted

in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

14.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

14.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

14.4 Participation in meetings by electronic means:

14.4.1 a meeting may be held by suitable electronic means agreed by the Committee Members in which each participant may communicate with all the other participants.

14.4.2 Any Committee Member participating at a meeting by suitable electronic means agreed by the Committee Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

14.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

15. MEMBERSHIP

15.1 the members of the Association shall be its Committee Members and any Executive Members (together, the “**Members**”).

16. EXECUTIVE MEMBERS

16.1 The committee's established pursuant to Clause 13 (*Delegation by Members*) shall be coordinated and supervised by the executive members of the Association (the “**Executive Members**”), who will be responsible for executing the Objects and setting the strategic direction of the Association.

16.2 From time to time, the Executive Members will be appointed informally from among the wider group of participants in the Association.

17. DECISIONS WHICH MUST BE TAKEN BY THE COMMITTEE MEMBERS

17.1 any decision to:

17.1.1 amend the constitution of the Association;

17.1.2 incur any expenditure exceeding GBP 500;

17.1.3 dissolve the Association; and/or

17.1.4 register the Association as a charity, must be taken by the Committee Members at a meeting properly convened by the Committee Members.

17.2 Decisions of the Committee Members may be made either:

17.2.1 by resolution at a meeting; or

17.2.2 by resolution in writing, in accordance with subClause 17.3 of this Clause 17 (*Decisions which must be taken by the Committee Members*).

17.3 Except where a resolution in writing must be agreed by all the Members, such a resolution may be agreed by a simple majority of all the Members who are entitled to vote on it. Such a resolution shall be effective provided that: (a) a copy of the proposed resolution has been sent to all the Committee Members eligible to vote; and (b) the required majority of Committee

Members has signified its agreement to the resolution in a document or documents within the period of 28 days beginning with the circulation date. The document signifying a Committee Member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Association has specified.

18. SAVING PROVISIONS

18.1 Subject to subClause 18.2 of this Clause 18 (*Saving provisions*) , all decisions of the Committee Members shall be valid notwithstanding the participation in any vote of a Committee Member:

18.1.1 who was disqualified from holding office;

18.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
or

18.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that Committee Member and that Committee Member being counted in the quorum, the decision has been made by a majority of the Committee Members at a quorate meeting.

19. KEEPING OF REGISTERS

The Association shall keep an electronic register of its Committee Members. From time to time, the Association will update an electronic register of its Executive Members.

20. MINUTES

20.1 The Committee Members will keep minutes of all meetings at which any of the decisions listed in subClause 17.1 of Clause 17 (*Decisions which must be taken by the Committee Members*) are taken, as well as meetings in which new Committee Members are appointed.

20.2 The Committee Members shall keep a written record of decisions taken otherwise than at meetings.

21. RULES

The Members may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Association, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the Association on request.

22. DISPUTES

If a dispute arises between members of the Association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

23. AMENDMENT OF CONSTITUTION

23.1 This constitution can only be amended by resolution agreed in writing by all Committee Members of the Association.

23.2 The Object can only be amended by a simple majority of the Members of the Association.

24. INTERPRETATION

In this constitution:

“Connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the relevant Member;
- (b) the spouse or civil partner of the relevant Member or of any person falling within (a) above;
- (c) a person carrying on business in partnership with the relevant Member or with any person falling within (a) or (b) above;
- (d) an institution which is controlled -
 - (i) by the relevant Member or any connected person falling within (a), (b), or (c) above; or
 - (ii) by two or more persons falling within (d)(i), when taken together
- (e) a body corporate in which -
 - (i) the relevant Member or any connected person falling within (a) to (c) above has a substantial interest; or
 - (ii) two or more persons falling within (e)(i) who, when taken together, have a substantial interest.

“Committee Member” means a committee member of the Association.

“Executive Member ” means a nonvoting, executive member of the Association.

“Member” means a Committee Member and/or an Executive Member.