

**The Charter of the International Amber Association**  
**drawn up in Gdańsk on April 26th, 2006**  
**UNIFIED TEXT**

**Section I**  
**General Provisions**

Article 1.

1. The Association shall bear the name of “Międzynarodowe Stowarzyszenie Bursztynników.” The official English equivalent shall be the ”International Amber Association.” The Association may hereinafter be referred to as the “IAA.”
2. The Association is a self-governing, voluntary and permanent society.
3. The Association shall fulfil the aims of its Charter.

Article 2.

1. The Association is registered in the city of Gdańsk.
2. The Association shall act in the Republic of Poland
3. The Association may also act outside the borders of the Republic of Poland where this is required to fulfil the aims of its Charter.

Article 3.

The Association has the status of a legal person.

Article 4.

The Association has been established for an indefinite period of time.

**Section II**  
**The aims of the Association and how they shall be fulfilled**

Article 5.

The Association’s aims are to:

1. cultivate cultural consciousness by disseminating knowledge about Baltic amber and its virtues: medicinal properties, scientific value, aesthetic qualities, as well as its permanent ties to world culture, therefore securing Baltic amber a high profile in the market;
2. provide aid in the establishing of institutional forms of co-operation between individuals, corporate bodies and organisations without legal personality dealing with amber mining or processing, or trade in amber, and individuals, corporate bodies and organisations without legal personality involved in amber-related scientific, natural, technical, economic, historical and artistic research, prospecting for and designation of deposits, mining, processing, trade, and art;
3. provide material advice and organisational aid to collectors of items such as raw amber specimens, plant and animal inclusions and collections of old and contemporary amber art;
4. establish a system of identification of Baltic amber in order to discover false and surrogate amber, which jeopardises the interests of manufacturers and buyers;
5. organise co-operation between Association members in the fields of design, technology, employee education, marketing and information exchange concerning the market situation as regards Baltic amber;
6. publicise the Association members’ artistic, technical, and economic achievements;
7. encourage publishing activity on Baltic amber;
8. co-operate with national and local governmental bodies to protect the amber jeweller profession and related occupations, co-operate with schools and vocational training centres to develop educational programmes and to establish criteria for the evaluation of school/course graduates with regard to the amber jeweller profession and related occupations;
9. encourage research aimed at the investigation, documentation and extraction of amber deposits as well as the evaluation of the feasibility of their use;
10. undertake activities for the permanent development of amber craft;
11. provide aid in establishing a system of permanent regional co-operation for the amber industry.

Article 6.

1. The aims of the Charter may be fulfilled by scientific, educational and charitable activities, as well as through economic activity, within a scope serving to fulfil the aims of the Charter, by collecting financial and material resources to fulfil the aims of the Charter, by running discussions, courses, lectures related to the Association’s statutory activity, vocational training, events, competitions, exhibitions and fairs, as well as by:
  - collecting various materials on amber and the amber industry in specialised libraries, archives and electronic

- systems of data collection, and making them available to the Association's members,
- establishing teams which specialise in collecting information on various fields to formulate business-related conclusions on the basis of their findings,
  - granting the title of "IAA Amber Expert" to Association members based on the regulations adopted by the Association,
  - publishing periodical newsletters on the most important events in the domestic and international realm of amber and distributing them among members,
  - co-operating in the publication of professional magazines and textbooks on amber and amber craft;
  - developing and reviewing draft acts and legal and technical standards which impact the performance of economic operators in amber extraction, processing and trade,
  - representing Association members in contacts with national and local authorities, and other associations.
1. The Association shall rely on the non-profit voluntary work of its members in order to fulfil the above goals; it may, however, hire employees to run its affairs.
  2. The Association shall operate for the public benefit within the following scope:
    - publishing; printing and reproduction of recorded information media (PKD 22),
    - research and development (PKD 73),
    - miscellaneous commercial activity (PKD 74.8)
    - education (PKD 80)
    - other artistic and entertainment activity (PKD 92.3)
  4. The Association shall dedicate all its revenues to statutory activity.

### **Section III** **Association Members, their Rights and Responsibilities**

#### Article 7.

1. Association members are divided into:
  - a. ordinary members,
  - a. supporting members,
  - a. honorary members.
2. Any adult Polish citizen as well as any foreigner regardless of their place of residence, can become an ordinary member of the Association provided that they present opinions (recommendations) from at least two Association members, and submit a membership application and an enrolment fee. Ordinary membership becomes effective on the date of the passing of an acceptance resolution by the Board; the interested party shall be informed of the passing of this resolution.
3. A physical person, legal person or an organisation without legal personality, which pledges to provide a specific benefit for the Association, to support its statutory activity, may become a supporting member by submitting a declaration of will to the Board, which shall pass a resolution on this matter; the interested party shall be informed of the passing of this resolution by the General Assembly of Members. The termination of supporting membership shall take place following the same procedure. The form and type of support shall be determined by the supporting members together with the Association's Board. Supporting members enjoy the rights which ordinary and honorary members are entitled to, as referred to in Article 9 (1) (b) to (f).
4. Honorary membership is granted by the General Assembly of the Members of the Association for distinguished merits in scientific research, art, economy and in the popularising of amber.

#### Article 8.

1. Ordinary and honorary members shall have the right to:
  - a. exercise passive and active electoral rights to all the bodies pursuant to the provisions hereof,
  - b. submit motions in all matters concerning the Association's aims and operation,
  - c. wear the Association badge and use its logo within the limits defined by the Board,
  - d. use the Association's recommendation, guarantee and protection in their activities,
  - e. use the technical equipment, advice and training which the Association provides to its members,
  - f. use other capabilities related to the fulfilment of the Association's aims, which the Association provides to its members,
  - g. take a part in the General Assembly,
  - h. obtain all information from the Association's authorities concerning their activities.
2. The members of the Association shall be obliged to:
  - a. help raise the profile of the Association through their conduct and activities,

- b. support and actively fulfil the Association's aims,
- c. observe common principles of law and the regulations hereof,
- d. submit the enrolment fee and regularly pay the membership fee.

#### Article 9.

1. Membership shall be terminated as a result of:

- a. a member's death or the loss of legal personality by a supporting member,
- b. the dissolution of the Association,
- c. a member's incapacitation,
- d. voluntary resignation submitted to the Board in writing,
- e. removal from the list of Association members,
- f. expulsion from the Association.

2. Removal from the list of Association members may take place due to the member's losing their civic rights as the result of a valid decision of a civilian court or due to being in arrears in the payment of membership fees for a period longer than 6 months. Removal from the list of members shall take place by a resolution of the Board. A motion to pass a resolution for removal from the list of members may be submitted by any of the members of the Board. A member has the right to appeal to the General Assembly against the Board's resolution concerning their removal within 21 days. The resolution of the General Assembly shall be final.

3. Expulsion from the Association may take place if the member does not meet the regulatory requirements due to acts incompatible with the aims of the Association, failure to observe the provisions of the Charter or the resolutions of the Association, unjustified evasion of accepted responsibilities in the work of the Association, acting to the detriment of other Association members. Expulsion shall take place by a resolution of the Board based on a final judgement of the Peer Court. A member has the right to appeal to the General Assembly against the Board's resolution concerning expulsion within 21 days. The resolution of the General Assembly shall be final.

### **Section IV The Association's Structure and Authorities**

#### Article 10.

1. The Association's authorities are as follows:

- a. The General Assembly of Association's Members,
- b. The Board,
- c. The Auditing Committee,
- d. The Peer Court.

2. The term of the Association's Board, Auditing Committee, Peer Court shall be 3 years. The election of these authorities shall take place by open or secret ballot, depending on the previous resolution of the General Assembly.

3. Should the makeup of the Board, Auditing Committee or Peer Court decrease during their term, the makeup of these authorities shall be supplemented by the other members of the body whose makeup has decreased, taking into account mainly those candidates who were not elected during the General Assembly. No more than half of the makeup of the body may be appointed in this manner. Supplementary elections shall be announced should there be a lack of candidates or an insufficient number of them are elected.

#### Article 11.

Unless the Charter provides otherwise, the resolutions of the Association's authorities shall be passed by simple majority, with at least half of the members of a body present.

#### Article 12.

The General Assembly of Members shall be the Association's highest authority.

1. The Board shall convene the General Assembly of Members at least once every calendar year, whereas this Assembly should take place in the first half of a given calendar year. The reporting and election meeting of the General Assembly shall take place every 3 years in the first half of a given calendar year. Following the Assembly and the election of the new authorities referred to in Article 10 (1) (b) to (d), the terms of the members of these authorities shall come to an end. Should the General Assembly fail to elect the members of the Association's authorities referred to in Article 10 (1) (b) to (d) within the specified deadline, their term shall be automatically extended for a further 3 years.
2. The Board shall convene an Extraordinary General Assembly upon the written justified motion of the Auditing Committee within a month of the submitting of such a motion to the Board. The Board may also convene an Extraordinary General Assembly upon its own initiative should there be a need to take quick decisions on matters reserved for the competence of the General Assembly.
3. The Board shall be obliged to present the planned agenda. The proposed agenda may be changed or expanded

- by the General Assembly.
4. The Board shall inform the members about the date, place and agenda proposals for the General Assembly by registered mail or in another effective way no later than within 14 days prior to the date of the Assembly, while in the case of an Extraordinary General Assembly - no later than within 7 days prior to the date of the Assembly.
  5. On the first date, at least half of the members with voting rights should take part in the General Assembly, while on the second date – which may be set during the first meeting on the same day, 30 minutes following the end of the first meeting – the General Assembly may effectively pass resolutions regardless of the number of members present.
  6. Changes to the Charter shall be made by way of a resolution of the General Assembly passed by simple majority with at least half of the members present on the first date. Should there be no quorum, the General Assembly shall pass the resolutions in the manner referred to in Article 12 (6) above.
  7. The dissolution of the Association shall be performed through a resolution of the General Assembly passed by simple majority with at least half of the members present on the first date. Should there be no quorum, the General Assembly shall pass the resolutions in the manner referred to in Article 12 (6) above.
  8. Supporting members and invited guests may take part in the General Assembly in an advisory capacity.
  9. Every member shall be entitled to one vote at the General Assembly.
  10. It is the General Assembly's authority to:
    - a. pass resolutions on amendments to the Charter and form the Association's programme,
    - b. dissolve the Association and dispose of its assets,
    - c. form mergers with other associations,
    - d. examine and approve reports issued by the Board, Auditing Committee and Peer Court,
    - e. adopt the regulations of the General Assembly meetings,
    - f. adopt the regulations of the other Association authorities,
    - g. give vote of approval for the fulfilment of duties to the outgoing Board,
    - h. elect the members of the Board, Auditing Committee and Peer Court,
    - i. establish the Association's logo and badges,
    - j. grant honorary membership,
    - k. adopt resolutions upon the motion of participants,
    - l. examine appeals against resolutions of the Board filed by Association members,
    - m. examine appeals against resolutions of the Peer Court concerning membership matters,
    - n. examine members' complaints against the operation of the Board,
    - o. take decisions on all the Association's affairs in which the Charter does not give competence to other Association authorities,
    - p. approve the Balance Sheet and Expenses,
    - q. set the enrolment and membership fees.

#### Article 13.

1. The Board shall be the Association's executive body with its aim to secure the Association's proper and effective operation.
2. The Board shall consist of 7 to 15 ordinary members of the Association, elected by the General Assembly.
3. The Board shall consist of a President, two Vice-Presidents, Secretary, Treasurer and Deputy Treasurer, selected from among the members of the Board at the Board's first session, and other members of the Board, from 2 to 10 in number. During its term, the Board may make changes in the assignment of the individual functions in the Board.
4. The sessions of the Board shall be convened by the President as required, not less frequently, however, than once every 3 months.
5. The members of the Auditing Committee may take part in Board session in an advisory capacity.
6. It is the competence of the Board to:
  - a. represent the Association externally before third parties,
  - b. run the Association's day to day operation,
  - c. convene the General Assembly,
  - d. implement the resolutions of the General Assembly,
  - e. inform the members about its activities,
  - f. determine the Board's framework operation programme,
  - g. pass resolutions on the acceptance of ordinary and supporting members of the Association,
  - h. pass resolutions on the removal of members from the list or their expulsion from the Association,
  - i. pass resolutions on the hiring and dismissal of employees,
  - j. manage the Association's assets,
  - k. pass resolutions on the contracting of work to physical and legal persons,
7. In the event of changes in the Charter, Board shall be obliged to immediately inform the KRS (National Court

Register) of these amendments, and in case of other changes in the Association's situation, the Board should inform the KRS of them within 7 days.

#### Article 14.

1. The Auditing Committee shall be the Association's supervisory body.
2. The Auditing Committee shall consist of 5 to 7 ordinary members of the Association, elected by the General Assembly.
3. At its first session, the Auditing Committee shall select a Chairperson, Vice-Chairperson and Secretary from its ranks and determine its procedures of operation.
4. It is the competence of the Auditing Committee to:
  - a. supervise the activity of the Association's authorities,
  - b. supervise the Association's day-to-day operation,
  - c. carry out an inspection of the Association's overall statutory activity at least once a year, with special emphasis on its financial activity, and also select the entity which is to audit the Association's financial statement in accordance with Accountancy Law,
  - d. issue post-inspection recommendations and supervise their implementation,
  - e. put forward motions resulting from inspections to the Board,
  - f. exercise the right to convene the General Assembly of Members in the event of the Board's failure to fulfil its statutory responsibilities, as well as the right to demand a meeting (session) of the Board,
  - g. convene the General Assembly of Members, should the Board fail to convene it within the deadline or according to the process defined herein,
  - h. put forward motions at the General Assembly of Members to repeal resolutions of the Board which are inconsistent with the provisions hereof or the aims of the Association,
  - i. put forward motions at the General Assembly of Members concerning vote of approval for the fulfilment of duties by the Association's authorities,
  - j. put forward motions to the Peer Court.
1. The members of the Auditing Committee cannot be members of the Board nor be in anyway related to, of kin or dependent on them due to employment.
2. Apperson validly sentenced for crimes by intentional fault cannot be a member of the Auditing Committee.
3. The members of the Auditing Committee may receive reasonable reimbursement or remuneration for acting in this body to an amount no greater than that defined in Article 8(8) of the Act of 3 March 2000 on the Remuneration of Persons Directing Particular Legal Entities (Journal of Laws 26, item 306, as amended);

#### Article 15.

1. The Peer Court shall consist of 3 to 12 ordinary members of the Association, elected by the General Assembly.
2. A member of the Board or the Auditing Committee cannot be a member of the Peer Court at the same time.
3. The Peer Court shall select a Chairperson from its ranks and determine its principles of operation.
4. It is the competence of the Peer Court to judge the conduct of the members of the Association as regards compliance with the principles and aims of the Charter and settle disputes between Association members at the written request of the interested parties, as well as examine written motions of the Board and Auditing Committee concerning infringement of statutory standards by the members.
5. Proceedings before the Peer Court shall be instituted at the request of:
  - a. the interested person due to the circumstances of the case,
  - b. the Auditing Committee,
  - c. the Association's Board.
1. The Peer Court shall examine the motion no later than within a month of its submission date.
2. The Peer Court shall inform the Association members of its judgement in a customary procedure.
3. The Peer Court may:
  - a. administer admonition,
  - b. administer a reprimand,
  - c. suspend membership rights for a period up to 6 months,
  - d. put forward a motion for the expulsion of a member from the Association.
1. When the case under examination concerns a member of the Peer Court, that member shall be excluded from the work of the Peer Court for the duration of the proceedings.
2. A member shall have the right to appeal against the resolutions of the Peer Court to the nearest General Assembly, within 30 days of the adoption of the resolution.

#### Article 16.

Membership in the Board, Auditing Committee and Peer Court shall terminate as a result of:

- a. termination of membership in the Association,
- b. resignation of membership in these authorities,
- c. dismissal by the General Assembly of Members.

Article 17.

The Board may establish the Association's Office and define its regulations, for the administrative service of the Association.

Article 18.

The President of the Board may appoint Press Officers for the Association's media services.

**Section V**  
**The Assets of the Association**

Article 19.

- a. The Assets of the Association shall take the form of financial resources, real estate and movable assets.
- b. The Assets of the Association shall be managed by the Board.
- c. The Assets of the Association shall be created from:
  - d. the non-profit work of the members,
  - e. the enrolment and membership fees,
  - f. the Association's own operation,
  - g. donations and inheritances, bequests,
  - h. subsidies,
  - i. income from the Association's assets,
  - j. public generosity.
- k. The Association may take up economic activity on the basis of a resolution of the General Assembly, the income from which shall be allocated for fulfilling the Association's statutory aims.
- l. The income from the enrolment fee shall be allocated to the statutory fund in full.

Article 20.

1. The Association may acquire rights and incur obligations to the extent resulting from its statutory and economic activity.
2. Documents concerning property rights shall be signed jointly by the President or Vice-President of the Board and the Treasurer or Deputy Treasurer.
3. The President of the Board individually, or two members of the Board jointly, shall be authorised to represent the Association and to submit declarations of will on its behalf within a scope other than that defined in Article 20 (2) above.

Article 21.

1. The Association shall not grant loans or underwrite liabilities with its assets in relation to the members of the Association, the members of its bodies, its employees or persons to whom the persons indicated above are married, related or kin in direct line, collaterally related or kin to the second degree or are connected with them due to adoption, care or guardianship.
2. The Association shall not transfer its assets to its members, the members of its bodies, its employees or to other persons indicated in Article 21 (1) above, on terms different than in relation to third parties, especially if this transfer takes place free of charge or on preferential terms.
3. The Association shall not use its assets for the benefit of its members, the members of its bodies, its employees or other persons indicated in Article 21 (1) above, on terms different than in relation to third parties, unless this use directly results from the statutory aim of the Association.
4. The Association shall not purchase products or services on special terms from entities in which its members, the members of its bodies, its employees or other persons indicated in Article 21 (1) above participate.

**Section VI**  
**Amendments to the Charter and the Dissolution of the Association**

Article 22.

1. Resolutions on amendments to the Charter and the dissolution of the Association shall be passed by the General Assembly according to the procedure specified herein.
2. A resolution on the dissolution of the Association should specify the goal to which the Association's assets shall be transferred and the manner of the liquidation.
3. The members of the Board shall be the liquidators of the Association.
4. In matters not regulated herein, the regulations of the Law on Associations shall apply.