

## Constitution

adopted on the 28<sup>th</sup> of February 2007, London,  
amended on the 1<sup>st</sup> of January 2010, London,  
adopted by Polish Psychologists' Association Limited on 21<sup>st</sup> January 2011  
and amended on 25<sup>th</sup> February 2012  
adopted on the 27<sup>th</sup> of August 2022, London,  
and amended on the 28<sup>th</sup> August 2022

### PART 1

#### 1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

#### 2. The Name

The Charity's name is Polish Psychologists' Association Limited (and in this document it is called the Charity). The Charity was founded under the name Polish Psychologists' Club, which was changed with the decision of the general meeting on 22nd February 2009, to Polish Psychologists' Association. On 21st January 2011 the organization was incorporated under the Companies Act 2006 as a private company limited by guarantee.

### 3. The Objects

The Charity's objects (the Objects) are:

(1) To promote and protect good health amongst members of the Polish migrant community in the UK, in particular by:

(a) promoting psychological health and well-being by providing family, couple and individual psychotherapy, consultations and counselling, support groups and other psychological interventions;

(b) sharing psychological knowledge and research through educational and training activities and publishing research and other materials promoting migrants' psychological wellbeing.

(c) providing a forum for the community of Polish psychology graduates and practitioners (members), including providing information about practicing psychology in the UK, creating

networking and professional development opportunities to engage members in initiatives and projects to support the wider Polish community.

(2) To promote social inclusion for the public benefit by working with people in the Polish migrant community in the UK who are socially excluded to address the needs of such people and assist them to integrate into society, in particular by:

(a) Supporting their integration into the diverse community of the UK by promoting tolerance and respect for other cultures and raising awareness of equality and diversity issues, especially stereotyping, prejudice, harassment, and discrimination.

(b) Supporting career planning and development within the new job market for migrants who are in poverty or unemployed.

(c) To enable access to the psychological help and support services that the Polish community might not otherwise receive due to language barriers as well as cultural differences and migrant status. This includes information, advice, counselling and educational activities offered to adults, families and children.

(d) Supporting community participation through creating voluntary, work, student and

mentoring placements for those unemployed and/or with limited career opportunities due to migrant status.

#### **4. Application of the Income and Property**

(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.

This does not prevent:

(a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity

(b) a Trustee from:

(i) buying goods or services from the Charity upon the same terms as other members or members of the public;

(ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;

(iii) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

(iv) fines;

(v) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;

(vi) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee.

(5) A Trustee may:

(a) sell goods, services or any interest in land to the Charity;

(b) be employed by or receive any remuneration from the Charity;

(c) receive any other financial benefit from the Charity,

if:

(d) he or she is not prevented from so doing by sub-clause (4) of this clause; and

(e) the benefit is permitted by sub-clause (3) of this clause; or

(f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6)

(a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:

(i) declare his or her interest in the proposal;

(ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;

(iii) not be counted in determining whether the meeting is quorate; (iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract

with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing

so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, 'Trustee' shall include any person firm or company connected with the Trustee.

## **5. Dissolution**

(1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

(2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

(3) The Trustees must apply any remaining property or money

(a) directly for the Objects;

(b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;

(c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is

consistent with paragraphs (a)–(c) inclusive  
in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

(6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

## **6. Amendments**

(1) The Charity may amend any provision contained in Part 1 of this Constitution provided that

(a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

(b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;

(c) once the Charity is registered, no amendment may be made to clause 4 without the prior written consent of the Charity Commission;

(d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

(3) If the constitution is amended after the Charity is registered with Charity Commission, a copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

## PART 2

7. The Polish Psychologists Association is a registered charity in Great Britain. The Association may operate outside Great Britain to implement its constitutional purposes.
8. The Polish Psychologists Association is also known as the PPA. Subsequently, the Polish Association of Psychologists will be referred to as the PPA in the remainder of this Constitution.

### 9. Membership

- (1) The Charity shall have a membership. People who support the work of the Charity and are aged eighteen (18) years or over can apply to become a member. Once accepted, membership lasts for one year and may be renewed. The responsible body will keep an up-to-date membership list of the PPA, which can be made available upon request of the Volunteer, stating the reason.
- (2) There shall be the following categories of members:
  - (a) ordinary members;
  - (b) extraordinary members;
  - (c) partner members;
  - (d) honorary members.
- (3) All members of the PPA shall be called Volunteers unless otherwise stated.
- (4) The trustees may remove a person's membership if they believe it is in the best interest of the Charity. The Member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.
- (5) Ordinary membership is open to individuals who:
  - (a) are residents of Great Britain
  - (b) are graduate students of psychological, pedagogical, sociological or other related studies necessary for a given function within the last year.
  - (c) last year's BA/BSc students (third year in the UK or fourth/fifth year in Poland) can also submit applications that will be considered individually.
  - (d) have completed and sent the membership declaration with an enclosed copy of a diploma/student ID to the Charity.

- (6) Extraordinary membership is open to individuals who:
- (a) completed a university degree, or
  - (b) hold an exceptional knowledge and/or expertise of a subject beyond the psychological area;
  - (c) have been introduced by two ordinary members with at least one year of membership with the PPA;
  - (d) student of psychology or another major, required to execute a given role, not early than after completing at least third year of study.
  - (e) upon completing their studies and presenting relevant documents, extraordinary members acquire the rights of ordinary members as long as they meet the requirements.
  - (f) an extraordinary member may be a citizen of another country. In the case of activities in the clinical department, this individual must meet the polish language criteria (or must know Polish language at an advanced level)
- (7) PPA holds the right to respect the principle of proportionality in the admission of new candidates as follows: 70% ordinary and 30% extraordinary.
- (8) Ordinary and Extraordinary membership is open to individuals who:
- (a) agree to actively work for the benefit of the PPA within the framework of the proposed projects and departments, otherwise known as volunteering;
  - (b) are approved by the Trustees as Charity members and fellow practitioners whose contact details may be provided on the Charity website;
  - (c) have completed and sent the membership declaration form with an enclosed copy of their professional qualifications;
  - (d) have proceeded with an enhanced Disclosure and Barring Service (DBS) check. This excludes volunteers working in projects not requiring access to sensitive data;
  - (e) have paid membership fee;
  - (f) observe and agree to follow the Charity's constitution, resolutions, rules and by-laws;
  - (g) agree to actively support Charity's aims and objects;



- (h) agree to observe the confidentiality of members' meetings and apply the standard rules of professional ethics in the UK and Poland when dealing with Charity's clients;
  - (i) ordinary and extraordinary members are obliged to respect this and other regulations approved by the PPA;
  - (j) ordinary and extraordinary members are obliged to complete mandatory training;
  - (k) any activities outside the Association presented as work on behalf of the Association must be approved by the members of the Board (contact with at least one Member of the Board is required).
- (9) Partnerships membership is open to individuals who:
- (a) are practicing psychologists or professionals in a related discipline (psychotherapists, counsellors or career advisors);
  - (b) shall complete a master's degree (MA or MSc) and/or additional postgraduate education in therapy/psychotherapy (also understood as a postgraduate degree)
  - (c) shall meet the conditions for ordinary membership and be an active PPA member in this category for a minimum period of 1 (one) year before applying for Partner Membership.
  - (d) have a significant work experience in the field of psychology and/ or therapy/ psychotherapy/ training/ coaching/ counselling either with individual clients and/ or groups.
  - (e) have a minimum three (3) years of experience and/ or 450 hours of proactive within their specialisation.
  - (f) Five (5) hours a year devoted to voluntary work for PPA (as part of activities or external).
- (10) An active membership means participation in one of the projects offered by the PPA and the possibility (if necessary) for the candidate to provide references issued by the coordinator of the given project and/or by a member of the Board.
- (11) Honorary membership is open to individuals who:

- (a) were granted the honorary member status by the Board in recognition of exceptional merits incurred while volunteering for the PPA;
- (b) are outstanding researchers and highly contributed to the science;
- (c) an honorary member may also be an outstanding person, distinguished by merits for the Polish diaspora regardless of the country;
- (d) the honorary Member owns all the rights of an ordinary member, with the exception of active and passive voting rights;
- (e) the honorary Member is exempt from the obligation to pay membership fees;
- (f) honorary membership may also be granted to a citizen of another country as proof of recognition of outstanding scientific achievements or special merits for the PPA;
- (g) the Member can be removed from honorary membership by a resolution of the Board;

## **10. Termination of membership**

- (1) Membership is terminated if:
  - (a) the Member dies
  - (b) disqualified for acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision
  - (c) voluntary resignation of a member notified in writing at least one month before termination of membership to the HR Director. The nominated position has separate rules and obligations governing the notice and resignation periods set out in the document relating to the nominated position;
  - (d) exclusions by the Board due to non-compliance with membership obligations, in particular membership contributions. The procedure for the loss of membership rights for the reasons set out in this point is set out in the membership fee regulation.
  - (e) due to breach of the PPA regulation or failure to comply with the resolutions of the Association's authorities;
  - (f) due to inactivity for more than 4 months.

(2) A member has the right to appeal to the Chairman against the resolution of the Board within 14 days of being notified. The Chairman's resolution is final. In the event of termination of membership for a reason specified in point (C), its reinstatement may take place only after the fulfilment of obligations towards the PPA.

(3) Suspension of voluntary activity

Membership may be suspended for a period of 3 months. A longer period may be considered individually by the Board, assuming that the suspension period is no longer than 9 months and after payment of the membership fee, with an enclosure that the absence will be recorded in the volunteer documents.

(4) Membership is non-transferable.

## **11. Rights**

(1) An ordinary member has the right to:

- (a) become a Board Officer of the Association;
- (b) participate in all forms of statutory activities of the PPA;
- (c) participate in meetings and assemblies of the Association, in scientific congresses, conferences and other events organised by the PPA;
- (d) use the scientific, advisory and legal assistance of the PPA;
- (e) develop individual activities in accordance with their competencies and the PPA Constitution.

(2) An extraordinary member has all the rights and obligations of the ordinary Member, with the exception of voting rights.

## **12. Obligations**

(1) Ordinary and extraordinary members are obliged to:

- (a) comply with the Constitution, regulations and resolutions of the PPA's authorities;

- (b) actively work for the benefit of the PPA;
- (c) actively implement the statutory objectives of the PPA;
- (d) comply with the principles of professional ethics, equality and diversity;
- (e) regularly pay the membership fees.

(2) At the time of applying for membership in the Partner Members category, candidates must actively practice under supervision at least once every two months.

(3) PPA candidates in the Partner Members category must have valid insurance (professional indemnity insurance). PPA reserves the right to request a copy of the insurance. A member applying for a Partner Membership is obliged to pay a partner fee renewable every year.

### **13. General meetings**

(1) The Charity must hold a general meeting within twelve (12) months of the date of the adoption of this Constitution;

(2) An annual general meeting (also referred to as AGM) must be held each subsequent year, no more than fifteen (15) months may elapse between successive annual general meetings;

(3) The Annual General Meeting is attended by:

- (a) ordinary members - with a decisive vote;
- (b) extraordinary members, persons holding the title of honorary members and invited guests- in an advisory voice.

(4) Each ordinary Member has one vote, and in the event of a tie, the Chair of the AGM has the casting vote.

(5) A written resolution must be signed by the members present or a designated person on their behalf. The signature may be submitted electronically.

(6) The Board of directors must convene a special meeting of members if requested in writing by at least ten ordinary members or one-tenth ordinary members, whichever is greater. The request must specify the nature of the activity to be discussed. If the Board of Directors does not organise a meeting within twenty-eight days of the request, members may proceed to convene an extraordinary

general meeting, but in doing so, they must abide by the provisions of this Constitution.

- (7) Members' meetings shall be chaired by an Officer or other Trustee nominated by the Trustees.
- (8) Trustees may nominate a member, who is not a Trustee to chair the members' meeting.
- (9) The competencies of the AGM include:
  - (a) to accept changes to the Constitution;
  - (b) approval of the annual reports of the Board;
  - (c) approval of membership fees;
  - (d) election and approval of members of the Board;
  - (e) adopting a resolution on the discharge of members of the Board;
  - (f) adopting a resolution on awarding the title of honorary Member.

#### **14. Notice**

- (a) the minimum announcement period required to hold an AGM is fourteen (14) business days from the date the resolution is submitted;
- (b) the minimum announcement period required to hold an extraordinary AGM is seven (7) business days from the date the resolution is submitted;
- (c) the AGM may be convened at shorter notice if all members are entitled to participate and vote so agree;
- (d) the notice must specify the date, time and place and the general nature of the meeting. If the meeting is to be the AGM, the notification must state that it is a closing meeting;
- (e) the notice must be given to all members of the PPA.

#### **15. Votes and Quorum**

##### **(1) Votes**

- (a) an ordinary member of the PPA has the right to active or passive vote;

(b) each Member shall have one (1) vote, but if there is an equality of votes, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have;

(c) a resolution in writing signed by each Member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

(2) No business shall be transacted at any general members' meeting unless a quorum is present.

(3) A quorum is:

(a) four (4) ordinary members entitled to vote upon the business to be conducted at the meeting; or:

(b) one-tenth (1/10) of the total membership at the time, whichever is the greater.

## 16. Adjournments

(1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting;  
or

(b) during a meeting, a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine;

(c) the Trustees must reconvene the meeting and must give at least seven (7) days' notice of the reconvened, stating the date, time and place of the meeting;

(d) if no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

(2) The Board officer shall not be counted in the quorum present when any decision is made about a matter upon which that Officer is not entitled to vote.

- (3) The resolution in writing may comprise several documents containing the text of the resolution, each signed by one or more board officers.

## **17. The Management Board**

- (1) The Charity and its property shall be managed and administered by the PPA Board comprising the trustees and director elected in accordance with this Constitution.
- (2) 'Trustee' means a charity trustee. Charity trustees are the people responsible for governing a charity and directing how it is managed and run. Trustees may be also called: the board, the management committee, directors, or officers.
- (3) According to Paragraph 15 the AGM members hold the power of voting and election of members of the Board;
- (4) The Charity shall have the following members:
- (a) chairman;
  - (b) vice-chairman;
  - (c) board member- secretary;
  - (d) Board member-Treasurer.
- (5) Members of the Board must be ordinary members.
- (6) The number of members may not be less than two (2) unless a different decision is made at the AGM.
- (7) Members may not appoint anyone alone to perform their functions on their behalf.
- (8) If the composition of the Board is reduced during its term of office, the composition of the aforementioned bodies may be supplemented by the selection made by the other members of the body whose composition has been reduced. Under this procedure, no more than half of the Board members may be appointed. The members of the body elected in this way shall perform their functions until the next AGM.

- (9) The number of the Board officers shall be not less than three (3) but (unless otherwise determined by a resolution of the Charity in general members' meeting or charity rules or by-laws) shall not be subject to any maximum.
- (10) The term of office of the Board is two (2) years.
- (11) Candidates may only be elected from among ordinary members.
- (12) Members of the Board may be re-elected to perform their functions. The maximum extend of re-election shall be four (4) years.
- (13) Election to the Board is made by submitting their candidacy.
- (14) Ordinary members participate in the vote in a secret ballot by an absolute majority of votes unless it is decided otherwise.
- (15) The Board may propose that a given member should enter the Board.
- (16) Resolutions of all the authorities of the Association are passed by a majority of votes in the presence of the quorum unless further provisions of the Constitution provide otherwise.
- (17) No one may be elected a Trustee at any AGM unless prior to the meeting, the Charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
  - (b) states the Member's intention to propose the appointment of a person as a Trustee;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

## **18. Powers of the Board**

- (1) The Board must manage the business of the Charity and have the following powers in order to promote the Objects (but not for any other purpose):
- (a) managing the organisation's activities and supporting the implementation of the PPA strategy
  - (b) implementation of the Association's goals
  - (c) implementing resolutions of the General Meeting of Shareholders representing the Association Admitting and removing members of the Association



- (d) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (e) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (f) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (g) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
- (h) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (i) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (j) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
- (k) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (l) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- (m) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions;
- (n) to do all such other lawful things as are necessary for the achievement of the Objects.

## **19. Disqualification and Removal of Trustees**

- (1) A Trustee shall cease to hold office if he or she:

- (a) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a member of the Charity;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.

- (2) Resigns as a Trustee by notice to the Charity (but only if at least two (2) Trustees will remain in office when the notice of resignation is to take effect); or
- (3) Is absent without the permission of the Trustees from all their meetings held within a period of six (6) consecutive months and the Trustees resolve that his or her office be vacated.

## **20. Proceedings of Trustees**

- (1) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (2) The Board may regulate its procedures in accordance with the ordinance adopted by them, subject to the provisions of this Constitution.
- (3) A simple majority of votes is required to make a decision or a resolution, and in the event of a voting tie, the Chairman has the casting vote.
- (4) No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- (5) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (6) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (7) The Trustee elected as the Chair might chair meetings of the Trustees, if the chairman is not present.
- (8) Meetings of the Board are held as needed, however, not less frequently than once every three (3) months.

(9) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

(10) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

## **21. Delegation**

(1) The Board may delegate some of its powers or functions to appropriate persons, provided that this will be noted in the resolution of a given meeting. The delegated tasks and functions will be performed exclusively by a designated person and through the exercise of control over that person's activities by an elected member of the Board.

(2) No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board.

(3) The Board may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Board.

(5) If any business activities include external organisations, no less than two (2) members of the Board shall represent the Association.

## **22. Irregularities in Proceedings**

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Board, shall be valid notwithstanding the participation in any vote of a Trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or

Otherwise. If, without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees if the resolution would otherwise have been void.

(3) No resolution or act of the Charity in general meeting shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

### **23. Minutes**

(1) The Trustees must keep minutes of all:

- (a) appointments of Officers and Trustees made by the Trustees;
- (b) proceedings at meetings of the Charity.
- (c) meetings of the Board, including:
  - (i) the names of the Trustees present at the meeting and all the guests;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

### **24. Internal Review Committee**

(1) At any AGM the Members may, but is not mandatory, elect at least two (2) and no more than five (5) individuals to act as an Internal Review Committee (called in that document IRC). Subject to any by-law the elections shall be conducted in accordance with any procedures agreed by the Board and notified to the Members in the notice of the meeting.

(2) No one shall be eligible for election to the IRC if he or she:

- (a) is not a member of the association, or

- (b) is under eighteen (18) years of age; or
  - (c) would at once be disqualified under the provisions of article below, or
  - (d) has on a previous occasion been removed as board of trustees. unless a resolution waiving this restriction is included in the notice of the relevant agm and that resolution is passed by a majority which represents at least two-thirds (2/3) of the votes cast.
- (3) An individual shall cease to be a member of the IRC if he or she:
- (a) is prohibited by law from being an IRC member. An individual shall be deemed to be prohibited by law from being an IRC member if he or she is subject to a foreign restriction within the meaning of section 1182 of the Companies Act 2006; or
  - (b) is disqualified from acting as a Trustee by virtue of sections 178 to 180 of the Charities Act 2011;
  - (c) ceases to be a Member of the Association; or
  - (d) notifies the remaining members of the IRC and the Directors that he or she wishes to resign unless that resignation would result in the number of members of the IRC falling below the minimum set out.
- (4) The IRC is appointed to exercise control over the activities of the Association if the AGM decides to do so. The other tasks of the IRC are regulated at the AGM by resolution.

## **25. Annual Report and Return and Accounts**

- (1) The Trustees must comply with their obligations under the Charities Act (1993) with regard to:
- (a) keeping of accounting records for the Charity;
  - (b) preparation of annual statements of account for the Charity;
  - (c) transmission of the statements of account to the Charity;
  - (d) preparation of an annual report and its transmission to the Commission;
  - (e) preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## 26. Registered particulars

(1) Once the Charity is registered with the Charity Commission, the Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## 27. Property

(1) The property of the Association consists of:

- (a) any goods and property owned by the Association;
- (b) other property rights including intellectual property;
- (c) cash.

(2) The property must be used exclusively to achieve the statutory objectives of the Association.

(3) The Trustees must ensure the title to:

- (d) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
- (e) all investments held by or on behalf of the Charity;
- (f) is vested either in a corporation entitled to act as custodian Trustee or in not less than three (3) individuals appointed by them as holding Trustees;
- (g) the terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- (h) The Trustees may remove the holding Trustees at any time.

(4) The assets of the Association are created from the following sources:

- (a) membership fees;
- (b) grants, donations, inheritances and bequests;
- (c) business income;
- (d) proceeds from public donations;
- (e) community work of the members of the Association;
- (f) income from paid statutory activity;

- (g) revenues from training, consulting and expert services and research, publishing and other activities conducted on the basis of separate regulations.
- (5) The detailed rules of the Association's financial management are established by the Association's Board in accordance with applicable regulations.
- (6) Any two members of the Management Board acting jointly are persons authorised to make declarations of will regarding property rights and obligations.
- (7) The Board of the Association may refuse to accept material measures or other support from a natural or legal person without the necessity to justify its position in this regard, and such refusal is not subject to any appeal.
- (8) The Association may run a business according to the general principles set out in separate legal regulations.
- (9) The income from economic activity serves the realisation of the statutory goals of the Association and cannot be intended to be shared among its members.
- (10) Decision on the scope of running a business is made by the Board in the form of a resolution.

## **28. Rules**

- (1) The Trustees may from time to time make rules or by-laws for the conduct of their business.
- (2) The by-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the charity in relation to one another and to charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general members' meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (if regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly

authenticated.)

- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (g) the trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the charity.
- (h) the rules or by-laws shall be binding on all members of the charity. no rule or by-law shall be inconsistent with or shall affect or repeal anything contained in, this constitution.

## **29. Repair and insurance**

- (1) The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.
- (2) Individuals who are partner members must have additional personal insurance available for inspection by the Board.

## **30. Notices**

- (1) Any notice to be given to or by any person pursuant to the Articles or by-laws must be given in writing.
- (2) Subject to the Articles and by-laws and Companies Acts, anything sent or supplied by or to the Association under the Articles or by-laws or Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the Association.
- (3) In accordance with Section 1147 of the Companies Act 2006:
  - (a) proof that an envelope containing a notice (including any document or information) was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that notice was given (or document or information sent). notice shall be deemed to be given forty-eight (48) hours after it was posted



or sent;

(b) a document or information sent or supplied by the association by means of a website is deemed to have been received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

(4) The Association may give any notice or send any document to any Member either:

(a) personally, or

(b) by sending it by post in a prepaid envelope addressed to the Member at his, her or their address, or

(c) by leaving it at the address of the Member, or

(d) by giving it in the electronic form to the Member's Address, or

(e) by placing the notice or document on a website and providing the Member with a notification in writing of the presence of the notice or document on the website.

(5) A Member who does not register a valid Address with the Association or who registers only a postal Address that is not within the United Kingdom shall not be entitled to receive any notice from the Association. A Member who is present in person or by Delegate or by proxy at any General Meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(6) A Board Officer who is present at a meeting of the Board shall be deemed to have received notice of the meeting and of the purposes for which it was called.

### **31. Use of electronic communication:**

(1) The PPA will comply with the requirements to provide information to the Charity Commission in a certain form or manner.

(2) Each Member of the Association or Member of the Board may communicate electronically with the Board using the address provided for this purpose by the Board, provided that this method of communication is approved as appropriate for the Association

- (3) Each Member of the Association providing an e-mail address is considered a person who has agreed to receive correspondence by e-mail to the address provided unless the Member has requested that he or she does not wish to receive such correspondence.
- (4) Where any document or information has been sent or supplied by the Association by electronic means and the Association receives notice that the message is undeliverable, the Association shall, if required by the Companies Acts but at its own discretion in any other case, send a hard copy of the document or information to the person's last known postal address. The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent.
- (5) The Association has right to choose an Online form of the AGM, in compliance to paragraph 13 of this constitution.

## **SIGNATURES**

Signed on adoption of the Constitution in London on the 28th day of February 2007 by:

Agnieszka Goleń

Dorota Kędra

Iwona Kuszpit

Agnieszka Major

Katarzyna Stefanicka

Signed on amendment of the Constitution in London on the 1st day of January 2010 by:

Agnieszka Lenton (Goleń) Agnieszka Major

Maria Aleksandra Sikorska

Dr Magdalena Łuźniak-Piecha

Signed on adoption of the Contitution in London on the 21st day of January 2011 by:

Agnieszka Major (Chair)

Agnieszka Danielak (Treasurer)

Maria Aleksandra Sikorska (Secretary)

Dr Magdalena Łuźniak-Piecha

Signed by the new Trustees on the 15th day of March 2011

Anna Elżbieta Lichota (Chair)

Katarzyna Barbara Stefanicka (Treasurer)

Wojciech Kajetan Tuczyński (Secretary)

Signed on amendment of the Constitution in London on the 25th day of February 2012 by:

Anna Elżbieta Lichota (Chair)

Katarzyna Barbara Stefanicka (Treasurer)

Wojciech Kajetan Tuczyński (Secretary)

Signed on amendment of the Constitution in London on the 27th day of August 2022 by:

Dorota Kalińska

Ola Radziszewska

Bernadeta Gnatek