

Articles of Association of the Baltic Society of Translators and Interpreters in Gdańsk

adopted by the Founding Members on April 1, 2006

Chapter I

General

- § 1. The Baltic Society of Translators and Interpreters (BST) hereunder referred to as “the Society,” is a legal entity with a legally protected name.
- § 2. The Society operates under the provisions of the Association Act dated April 7, 1989 (Journal of Laws of 1989, No 20, item 104 as amended) and is established for an unlimited period of time.
- § 3. The area of the Society’s activity covers the territory of the Republic of Poland, while the organisation’s seat is located in Gdańsk.
- § 4. The Society’s activity is based on the voluntary work of its members. The Association may employ staff members also from amongst Association Members.
- § 5. The Society may use badges and seals as stipulated in separate, specific regulations.
- § 6. The Society may be a member of domestic, foreign and/or international organisations with a similar profile, provided this does not infringe commitments made by the Republic of Poland under international agreements.

Chapter II

Objectives and modus operandi

- § 7. The objective of the Society is to:
1. Integrate the translator / interpreter community,
 2. Promote activeness of Society Members,
 3. Act as a professional organisation for translators and interpreters,
 4. Represent Society translators and interpreters at regional, national and international forums,
 5. Represent and protect the professional, moral and material rights of translators and interpreters,
 6. Cooperate with other professional translator organisations,

7. Develop and promote best practices in the services provided in terms of translating and interpreting standards,
8. Issue opinions and provide counselling in the scope of translations and the legal status of translators and interpreters.

§ 8. The Society shall accomplish these objectives by:

1. The activity of working groups and other organisational units,
2. Publicity activities carried out in all media, i.e. publications, websites, translator forums, and other available communication means,
3. Educational and didactic measures out of concern for top standard translation performance; organising workshops, training sessions, conferences, lectures, symposia and linguistic counselling,
4. Participating and representing translators and interpreters in domestic and international translator and interpreter organisations,
5. Cooperation with STP, TEPIS and other organisations of a similar profile.

§ 9. The Society may engage in business operations on general terms, specified in separate regulations. Income generated through the business operations of the Society serves to accomplish the organisation's objectives and finance its regular operations, but will not be intended for distribution among its members.

Chapter III

Member rights and duties

§ 10. 1. Individuals and legal persons are eligible for membership in the Society.

2. A legal person may only be a supporting Society member.

§ 11. Categories of Society membership:

- 1) Regular members,
- 2) Supporting members.

§ 12. 1. A regular member may be any translation-related individual with the full capacity to undertake legal action, not deprived of public rights, and who supports the Society's objectives. Application for membership involves submitting at the BST seat a properly completed membership declaration form, a description of translation achievements, if any, and payment of the membership fee. Foreigners are eligible for Society membership.

2. A supporting member may be any legal person interested in the activity of the Society that declares financial or material assistance on its behalf. Legal persons are represented in the Society by a representative who is either a board member or a proxy of such an entity.

§ 13. 1. A regular member is entitled to:

- 1) Active and passive voting rights at elections to Society authorities,
- 2) Submit opinions, postulates and motions addressed to Society authorities,
- 3) Appeal to the General Assembly of Members against a resolution passed by the Society Board on terminating membership,
- 4) Take the floor on any Society issues,
- 5) Participate in meetings, sessions and events organised by the Society,
- 6) Use the available equipment and infrastructure of the Society and enjoy intangible benefits under the rules specified in the relevant regulations of the Society,
- 7) Benefit from the Society's recommendations, guarantees and assistance in the member's business activity.

2. A regular member is obliged to:

- 1) Respect the Society's Articles of Association, the regulations and resolutions of the Society authorities and other provisions resulting from agreements and understandings concluded by the Society,
- 2) Regularly remit membership fees and other dues to the Society,
- 3) Support and actively participate in achieving Society objectives and promoting its programme,
- 4) Contribute to increasing the role and significance of the Society,
- 5) Care for the good name and reputation of the Society.

§ 14. 1. A supporting member has, with the exception of active and passive voting rights, the membership rights specified in § 13, clause 1, items 2, 4–7.

2. A supporting member has the right to participate, in an advisory capacity, in the statutory meetings of the Society authorities. Consent for the presence of a representative of a supporting member is given by the authority Chairman.

3. A supporting member has the duties specified in § 13, clause 2, items 1–5, and the absolute duty to advise the Society Board of any loss to the legal status of the represented organisation and expiry or revoking of the granted plenipotentiaries.

§ 15. 1. Membership in the Society terminates with:

- 1) The removal from the list of Society members in case of:
 - a) voluntary membership resignation submitted to the Board in writing,

- b) death or loss of capacity to undertake legal action by a member or loss of legal status by a supporting member,
- 2) Exclusion from the list of Society members in case of:
 - a) infringement of the Society's Articles of Association, failure to observe its resolutions and regulations, or acting to the detriment of the Society,
 - b) outstanding payment of membership fees or other commitments towards the Society for a period exceeding 4 months from the due date.
- 2. The Board shall notify a member of exclusion, stating the underlying reasons and indicating the authority competent to review an appeal and the deadline of submitting thereof.
- 3. An excluded person has the right to appeal the exclusion via the Board to the General Assembly of Members within 14 days of receiving the decision, presenting all evidence supporting the appeal.
- 4. Persons refused membership by the Board are subject to the relevant rules specified in clauses 3 and 4.
- 5. The execution of a Board resolution refusing membership, removal from the list or exclusion shall be suspended pending to the time of reviewing the appeal.
- 6. Appeals are reviewed during the next General Assembly of Members. The resolution of the General Assembly of Members is final. Admittance or re-admittance to the Society is based on a Society Board resolution passed on the grounds of a resolution adopted by the General Assembly of Members.

Chapter IV

Society authorities and bodies

§ 16. 1. The Society's governing authorities are:

- 1) The General Assembly of Members,
- 2) The Board.

2. The Society's bodies are:

- 1) The Audit Commission,
- 2) The Ethics Commission.

§ 17. 1. The term of office of the Board and the Audit Commission lasts three years and its members are elected by secret ballot voting by an absolute majority of members present during the General Assembly of Members Meeting for the position of Board President and a simple majority vote for the remaining members of authorities and bodies.

2. Elected governing authorities remain in office notwithstanding the expiration of the term of office to the election of the authorities by the next General Assembly of Members. The election procedure for the Board and Audit Commission may be defined in relevant regulations.
 3. Resolutions of the Society Board are passed in open voting by a simple majority of votes with the presence of at least half of its eligible members unless the Articles of Association provide otherwise.
 4. Resolutions of the Audit Commission are passed by open voting by an absolute majority of two thirds of the number of votes with the presence of at least half of its eligible members, unless the Articles of Association provide otherwise. The Audit Commission may pass resolutions by secret ballot, provided the resolutions are passed by all members of the Commission.
- § 18.** 1. Should a member of the Society Board step down, be excluded or die during the term of office, the composition of the Board is complemented by persons whose candidacy received the greatest number of votes among those who were not elected to the Board during previous elections. Should this method of completing the Board composition be ineffective, elections are held for the open positions. Complementary elections are not conducted for the position of Board President as the position is assumed by the Vice President of the Board.
2. If the remaining term of office of the Society Board lasts three months or less, complementary elections are waived. Also, if the depleted number of members of the Society Board remains within the range stipulated in the Articles of Association, the Board may resolve to abstain from complementing the composition of the authority.
 2. Provisions on complementing the composition of the Society Board shall apply accordingly to Society bodies.
 3. The mandate of a Society Board member appointed before the end of the term of the Board or body expires along with the term of office of other members of a given authority or body.

General Assembly of Members

- § 19.** 1. The General Assembly of Members is the highest authority of the Society and consists of regular members and representatives of each legal person who is a supporting member.
2. The General Assembly of Members is attended by:
 - 1) regular members with voting rights,
 - 2) supporting members with advisory rights.
 3. Each regular member has the right to cast one vote at the General Assembly of Members Meeting.
- § 20.** 1. The General Assembly of Members Meeting may be a regular or extraordinary assembly.
2. The Annual Reporting Meeting of the General Assembly of Members is called once a year before the end of April.

3. An Extraordinary Meeting of the General Assembly of Members deals solely with issues for which it was convened.
 4. The meeting of the General Assembly of Members is chaired by a Presidium comprised of at least three persons with the participation of the Presidium Chairperson or one of his/her deputies.
 5. The Presidium of a General Assembly of Members Meeting is chosen by open voting during the first General Assembly of Members Meeting and later at each Annual Reporting Meeting of the General Assembly of Members, by an absolute majority of votes of the members present, for the consecutive period to the next Meeting of the General Assembly of Members, from amongst Society members that are neither part of the Board nor the Audit Commission.
 6. A former member of a Society body may become a member of the Presidium of the Meeting of the General Assembly of Members no earlier than three months from the expiration of his/her mandate.
 7. An Extraordinary Meeting of the General Assembly of Members is called in justified cases by:
 - 1) The Board,
 - 2) The Audit Commission,
 - 3) The Presidium of the General Assembly of Members at the motion of 25 percent of Society members.
 8. A General Assembly of Members Meeting is called by the Society Board at least once a year. The members and invited guests are informed of the date, time, venue and agenda no earlier than 14 days in advance.
 9. General Assembly of Members Meetings are considered valid:
 - 1) at the first term called – if at least half of the Society members eligible to vote are present,
 - 2) at the second term called – indicated for the same day, at least fifteen minutes following the first term called – irrespective of the number of members eligible to vote.
 10. Resolutions of the General Assembly of Members are passed by open voting by a majority of votes in the presence of at least half of the overall number of members at the first term called and a majority of votes cast by members present during the General Assembly of members convened at the second term.
- § 21.** The competencies of the General Assembly of Members include in particular:
- 1) The adoption of the Articles of Association and amendments thereto,
 - 2) Election and dismissal of Society authority members,
 - 3) Reviewing and approval of Society authority reports,
 - 4) Deciding on membership fees,
 - 5) Granting a vote of approval to Society authorities on the motion of the Audit Commission,

- 6) Reviewing motions and postulates put forward by Society Members or its authorities; motions of Society members are reviewed if put forward at least three days prior to the date of the General Assembly of Members Meeting,
- 7) Reviewing appeals to Board resolutions,
- 8) Passing resolutions on any issues submitted to the General Assembly of Members Meeting,
- 9) Passing resolutions regarding the membership of the Society in domestic or international organisations and delegating Society representatives to these organisations,
- 10) Reviewing issues submitted by the Society Board or Audit Commission regarding persons holding positions in Society authorities,
- 11) Passing resolutions regarding the dissolution of the Society and the designation of its property.

§ 22. Proceedings before the General Assembly of Members as a second authority follow the rule of equality of parties, ensuring each member the freedom of speech and the right of defence under the regulations of the General Assembly of Members.

§ 23. The General Assembly of Members may impose the following penalties:

- a) reproach,
- b) reprimand,
- c) suspension of member rights for a period from 3 to 6 months,
- d) exclusion from the Society.

Board

- § 24.** 1. The Society Board, as the highest authority of the Society in the periods between General Assembly of Members Meetings, manages the overall activity of the Society according to the resolutions of the General Assembly of Members, represents the Society to third parties and bears responsibility before the General Assembly of Members.
2. The Board consists of at least five members elected during general elections at a General Assembly of Members Meeting, in the number specified by a resolution of the General Assembly of Members in the limits set by the Articles of Association.
3. The election of Board members occurs in two stages, of which the first may have two phases.
- a) At the first stage the Board President is elected from amongst candidates by an absolute majority of votes. If none of the candidates obtain the required majority, another round of voting takes place among the two candidates that received the greatest number of votes in the first round of voting. If the selection of two candidates to the second round of voting is not possible, i.e. due to an equal number of votes obtained by these candidates, the second round of elections involves the two first positions. The candidate that obtains the majority of votes

becomes the Board President. In case there is no such candidate, the voting procedure is repeated.

- b) The remaining members of the Board are elected during the second stage of voting. Candidates indicated by the Board President chosen during the first stage of voting and those indicated by other members of the Society may participate. Candidates obtaining the greatest number of votes become members of the Board in the number given in the resolution of the General Assembly of Members. If necessary the elections are repeated without the candidates who were not elected in the first stage of voting.
 - c) The Society Board is constituted during the General Assembly of Members Meeting.
4. All members of the Board are authorised to represent the Board, while the Board President or Vice President with another Board member represents the Society.
 5. The operation of the Board may be governed by regulations adopted by the Board.
 6. Board meetings are convened as needed, at least four times a year. The Board manages the daily operation of the Society by moderating discussions with the use of teleinformatic technology.
 7. Meetings of the Board are convened by the President, and in the case of his/her absence, by the Vice President or another member of the Board authorised by the President.
 8. Decisions taken at Board meetings are recorded in the form of resolutions.
 9. Meetings of the Board may be attended by the Chairperson of the Audit Commission, in the capacity of an advisor.
 10. To solve specific economic or organisational and economic problems and to submit motions, the Board may appoint assistance teams and problem commissions, specifying their composition, objectives and operational regulations.

§ 25. The Board's scope of operations covers:

- 1) Implementing the resolutions of the General Assembly of Members,
- 2) Drawing up the Society budget,
- 3) Managing the Society's assets,
- 4) Taking decisions on the acquisition and sale of tangible and intangible assets,
- 5) Convening the General Assembly of Members.
- 6) Accepting and excluding members,
- 7) Submitting reports on its activity to the General Assembly of Members,
- 8) Employing staff to perform specified tasks,
- 9) Reviewing and deciding on the membership issues stipulated in § 15, clause 1, items 1 and 2 as the body of first interest,
- 10) Adopting regulations stipulated in the Articles of Association not assigned to the competencies of the General Assembly of Members.

Audit Commission

§ 26. 1. The Audit Commission is the internal audit body of the Society established to exercise control over the operation of the Society.

2. The Audit Commission is comprised of at least three members who during their first sitting chose from amongst themselves: a Chairperson, Deputy Chairperson and Secretary.

§ 27. The Audit Commission's scope of operations covers:

1) Auditing the operations of the Society,

2) Addressing the Board with motions resulting from audits performed. The Audit Commission is entitled to demand from Society members and the Board oral or written explanations regarding the audited issues,

3) Demanding the convening of an Extraordinary Assembly of Members Meeting should the Board fail to perform its statutory duties, as well as demanding a meeting of the Board,

4) Convening a General Assembly of Members Meeting should the Board fail to do so within the deadline stipulated by the Articles of Association,

5) Motioning to the General Assembly of Members to grant (or refuse) a vote of approval for Society authorities,

6) Submitting a report of its activities Audit to the General Assembly of Members,

§ 28. 1. Members of the Audit Commission may not hold positions in other Society authorities. The Audit Commission is separate from the Board and is not subordinate thereto in terms of internal audits and supervision. Audit Commission members:

a) cannot be members of the Society Board nor in affinity and consanguinity relationships or in subordinate employment thereof,

b) cannot be convicted of an offense of wilful conduct.

2. The Audit Commission operates according to Audit Commission regulations which they have drawn up themselves Audit and are approved by the Annual Assembly of Members.

§ 29. In cases stipulated in § 20, clause 7, items 2 and 3 a General Assembly of Members Meeting should be convened in a period of no longer than thirty days of submitting the demand.

Ethics Commission

§ 30. 1. The Ethics Commission is comprised of three members selected by the Board together with the Audit Commission by a majority of votes from among Society members who do not hold positions in the Board or Audit Commission.

2. Members of the Ethics Commission are elected by open voting at a joint meeting of all members of the Board and Audit Commission chaired by the Audit Commission Chairperson. Candidates to the Ethics Commission may be put forward by members with active voting rights, as well as in writing by a group of at least fifteen members of the Society.
3. Every member of the Ethics Commission is elected by an absolute majority of votes from an unlimited number of candidates for a three year term of office from among members of the Society.
4. The Ethics Commission selects a Chairperson from among its members.
5. The Ethics Commission may take on other functions for its members.

§ 31. The Ethics Commission reviews and decides on Society members' issues involving:

- a) infringement of Society member duties resulting from the Articles of Association and the resolutions of Society authorities,
- b) disputes between Society members regarding rights and duties resulting from membership in the Society,
- c) formulating and publishing opinions on rules of ethics for the translation profession.

§ 32. 1. The Ethics Commission may motion to the Board to impose the following penalties:

- a) reproach,
 - b) exclusion from the Society
2. If the Board fails to comply in the form of passing a resolution on the motion submitted by the Ethics Commission, the latter is authorised to address the motion to the General Assembly of Members.
 3. The decision of the Ethics Commission may be appealed to the General Assembly of Members within thirty days of the receipt a copy of the decision.

Chapter V

Property and Funds

§ 33. The assets of the Society constitute tangible and intangible assets and funds.

§ 34. 1. Sources of Society's assets include:

- 1) membership fees,
 - 2) donations, bequests and inheritances,
 - 3) income from the statutory activity of the Society (revenue from its own operations and income from the Society's assets).
2. Membership fees should be remitted to the bank account of the Society by the last day of April for every commenced year of membership in the Society. Newly accepted members remit fees

in accordance with the rules specified by the Board. The original fee amount is set by the Meeting of the Founding Members of the Society.

3. The Society manages its finances and accounting according to regulations in force.

§ 35. 1. The validity of a declaration of intent as well as documents regarding property rights and obligations of the Society require a statement of two members of the Board, including the President or Vice President, and in the case of property obligations exceeding PLN 10,000 all the members of the Board in the form of a resolution.

2. The validity of other documents requires the signatures of two Board members.

Chapter VI

Amendments to the Articles of Association and the dissolution of the Society

§ 36. 1. The adoption of the Articles of Association or amendments thereto as well as a resolution on the dissolution of the Society by the General Assembly of Members requires a qualified majority of at least two third of the votes cast in the presence of at least half of the Society members eligible to vote at the General Assembly of Members Meeting.

2. Adopting the resolution on the dissolution of the Society, the General Assembly of Members specifies the liquidation procedure, appoints the persons responsible for its process and specifies the designation of the Society's assets.

3. Any issues relating to the dissolution and liquidation of the Society not covered by the Articles of Association are governed by relevant provisions of Chapter 5 of the Act dated April 7, 1989 on Association Law (Journal of Laws of 1989, No 20, item 104 as amended).