

POLISH SOCIETY FOR THE HISTORY AND PHILOSOPHY OF MEDICINE

Hereinafter-
"PTHiFM"

S T A T U E

Chapter I. General Provisions

§ 1

"Polish Society for the History and Philosophy of Medicine" - hereinafter referred to as the Association, was established at the founding meeting on 7.12.2016 and operates on the basis of the provisions of the Act of 7 April 1989 Law on Associations (Journal of Laws 2015, item 1393, as amended) and the provisions of these Articles of Association and on this account has legal personality.

§ 2

The seat of the Association is the city of Poznań.

§3

(1) The Association by its activities covers the area of the Republic of Poland.

The Association may operate outside the borders of the Republic of Poland in accordance with applicable law.

§4

The Association may be a member of national and international organizations with similar objectives.

§5

The duration of the Association is unlimited.

§6

(1) The Association shall base its activities on the social work of all its members, but not excluding the possibility of employment or remuneration for the performance of specific tasks.

(2) The Association may employ or remunerate for the performance of specific tasks both its members and other persons.

§7

(1) The Association may conduct business activities, observing the regulations in force in this regard.

(2) All income from business activities of the Association shall be used to achieve the statutory objectives and may not be distributed among the members.

§8

The Association shall use a seal with its name and headquarters.

Chapter II.

Objectives of the Association

§9

The Association aims to conduct:

- (a) scientific activity, including primarily the initiation, support and coordination of scientific and research work in the history of medicine and philosophy of medicine,
- b) educational activities - education in the field of history and philosophy of medicine at various levels and in various professional circles,
- c) popularization activities - dissemination of knowledge in the history of medicine and philosophy of medicine,
- d) advisory and consultative activity - cooperation with state institutions, local governments and non-governmental organizations in solving practical problems in the humanistic foundations of medicine that arise as a result of the development of biomedical sciences and medical activity,
- e) opinion-forming activities - inspiring and conducting debates and discussions on the role and significance of the history and philosophy of medicine in the current dimension of medical science,
- f) publishing and translation activities.

And aims to work for:

- (a) integrating the community of physicians and dentists interested in the history of medicine and the history of their profession,
- b) integration of the community of historians and philosophers of medicine and all those interested in the history and philosophy of medicine in Poland,
- c) to bring the Polish scientific community closer to the knowledge of the history of medical science and philosophy of medicine,
- d) to popularize historical and medical knowledge,
- e) to solve problems in the field of medical humanities that arise as a result of the development of biomedical sciences and medical activities.

§10

The Association pursues its objectives by:

1. organizing: scientific conferences, scientific meetings, lectures, symposia and conventions,
2. conducting publishing activities - publishing a scientific journal under the title "Archives of History and Philosophy of Medicine",
3. maintaining an Internet site devoted to issues of medical humanities,
4. announcing competitions for the study of major issues in the fields of history and philosophy of medicine, and awarding prizes for these works,
5. cooperating with universities, with colleges and other institutions in professional, master's, doctoral and postgraduate education in the history and philosophy of medicine, including the provision of continuing education for medical personnel at all levels, as well as ensuring the appropriate level of such training provided by other entities,
6. organizing public lectures and discussions on the history and philosophy of medicine,
7. issuing opinions and developing expert opinions for state institutions undertaking legislative initiatives on subjects important to medical humanities and for non-governmental organizations whose activities are related to medical humanities,

8. cooperation with the self-governing bodies of the medical profession (chambers of doctors, nurses or pharmacists) and institutions of public interest in solving practical problems in the field of medical humanities,
9. cooperation with the media as a form of promoting the activities of the Association
10. cooperation with related national and foreign associations and organizations,
11. obtaining EU funds, scientific grants and subsidies - for the activities specified in the statute,
12. gathering information and maintaining contacts with institutions and individuals interested in the problems of the Association's activities,
13. joint implementation of projects with other organizations and individuals and institutions declaring their willingness to cooperate in the implementation of the statutory objectives of the Association.

Chapter III. Members of the Association

§11

(1) Membership in the Association may be:

- (a) Ordinary,
- b) Supportive,
- c) Honorary.

(2) Ordinary membership may be an adult Polish citizen or foreigner with full legal capacity, who is not deprived of public rights, accepting the statutory objectives of the Association, who will submit a membership declaration and will be accepted by the Board.

(3) A supporting member may be a natural or legal person interested in the activities of the Association, who will declare financial or material assistance to the Association, and who will submit a membership declaration and will be accepted by the Board.

(4) Legal entities, as Supporting Members, shall act through their representative appointed by the competent body of this person.

(5) An honorary member may be an individual who has made an outstanding contribution to the development of the statutory ideas of the Association or has otherwise made special contributions to the Association.

(6) Ordinary and supporting members shall be admitted by the Board by means of a resolution adopted by a simple majority of votes and a written declaration by the candidate.

7th Honorary membership shall be granted by the Board of Directors by way of a resolution adopted by a simple majority, on its own initiative or at the request of at least 10 ordinary members of the Association.

§12

Membership of the Association is acquired by acceptance of candidacy by the Board of Directors of the Association by resolution

§13

Ordinary members of the Association have the right to participate in the life of the Association, in particular:

- a) have passive and active electoral rights to the authorities of the Association,
- b) have the right to submit and support proposals in all matters relating to the current functioning of the Association and its objectives,

- c) have the right to speak out on all matters of its current functioning and its objectives,
- d) have the right to benefit from recommendations, the Association in its activities,
- e) have the right to use free of charge the technical facilities, advice and services that the Association offers to its members,
- f) have the right to hold the Association's ID card and wear the Association's badges,
- g) have the right to take advantage of other opportunities provided by the Association to its members.

§14

- (1) Supporting and honorary members of the Association have the right to:
- a) Participate in the General Meeting of Members with an advisory vote,
 - b) Submit and support motions in all matters relating to the current functioning of the Association and the implementation of its objectives,
 - c) Speak out on all matters pertaining to the current functioning and implementation of its objectives,
 - d) Make use of recommendations, the Association in its activities,
 - e) Use free of charge the technical facilities, advice and services that the Association offers to its members,
 - f) Take advantage of other opportunities provided by the Association to its members.
- (2) Supporting members who are legal entities shall be represented at the General Meeting of Members by a person designated in accordance with the regulations on representation, holding an appropriate written power of attorney before the chairman of the meeting.

§15

- (1) Ordinary members of the Association are obliged to:
- a) Pay membership fees regularly,
 - b) Comply with the provisions of the Statute and all resolutions of the Association's bodies;
 - c) Actively participate in the work of the Association - especially in elections to the Association's authorities of the Association,
 - d) Support and actively pursue the objectives of the Association,
 - e) Through his attitude and actions contribute to the growth of the role and importance of the Association,
 - f) Take care of the good name of the Association.
- (2) Supporting and honorary members are obliged to comply with the provisions of the Statute and all resolutions of the Association's bodies, and take care of the good name of the Association.
- (3) Gross violation of the obligations referred to in § 15. paragraph. 2 of the Statute shall result in deprivation of supporting or honorary membership in the Association.
- (4) The Board's resolution on the deprivation of supporting or honorary membership shall not be subject to appeal.

§16

Termination of ordinary membership in the Association shall occur as a result of:

1. death of the member,
2. resignation from membership - submitted in writing to the Board of the Association,
3. exclusion of the Member by the Board by resolution in connection with:
 - (a) Default by the Member in payment of membership fee for at least three periods,
 - b) Unjustified lack of participation of the Member in the work of the Association, in particular in elections to the Association's bodies,

- c) Loss of civil rights as a result of a final court judgment;
- d) Gross violation by the Member of statutory obligations.

§17

- (1) In the event of exclusion of an ordinary Member by the Board of Directors, the Member shall have the right to appeal to the General Meeting of Members from the Board's resolution in this regard.
- (2) The appeal shall be lodged through the Board within 14 days from the date of delivery of the Resolution together with a written justification.
- (3) The Resolution together with a written justification shall be delivered by registered mail to the address indicated by the Member in the attachment to the membership declaration.

§18

- (1) The General Meeting of Members shall adopt a resolution on exclusion of a Member from the Association by a simple majority of votes.
Resolution of the General Meeting of Members passed as a result of an appeal is final and may not be appealed.

Chapter IV.

Authorities of the Association

§19

- (1) The authorities of the Association are:
 - a) General Meeting of Members,
 - b) Board of Directors,
 - c) Audit Committee.
- (2) Only ordinary members of the Association may be members of the authorities of the Association.

§20

- (1) The term of office of all authorities of the Association is 4 years.
- (2) The performance by a Member of the same functions in the authorities of the Association is possible only for two consecutive terms.
- (3) It is not possible to combine functions and run for or be elected simultaneously to different authorities of the Association.
- (4) Elections to the authorities of the Association are secret - and voting on all other matters matters open.

§21

- (1) Resolutions of all authorities of the Association shall be adopted by a simple majority of votes (50% plus 1) in the presence of at least half of the members entitled to vote, unless further provisions of the Statute indicate otherwise.
- (2) When passing resolutions within the activities of the authorities of the Association, each member is entitled to one vote.

§22

- (1) The highest authority of the Association is the General Meeting of Members.

(2) The General Meeting of Members may be convened as an ordinary or extraordinary. 3rd Ordinary, reporting General Meeting of Members is convened by the Board once a year.

(4) Extraordinary General Meeting of Members shall be convened:

- (a) By order of the President of the Board of Directors of the Association,
- b) By the Board of the Association at the request of at least half of the Members of the Association,
- c) By the Board of Directors of the Association at the request of the Members of the Audit Committee.

§23

About each date of the General Meeting of Members to be held, the Board of Directors shall notify in writing all members by registered mail or e-mail at least 30 days before the date of the beginning of the meeting, together with the location of the Meeting and the agenda.

§24

(1) The General Meeting of Members shall be considered capable of adopting resolutions when it is attended by at least half of the ordinary Members.

(2) In the event that the first date of the meeting is not attended by the required number of Members, and therefore there is an inability to adopt resolutions, the Board of Directors, at the latest within one month, shall convene another General Meeting of Members, which may effectively deliberate regardless of the number of Members participating in the meeting.

§25

(1) The right to vote at the General Meeting of Members shall be vested in all Members of the Association.

(2) Members, as to whom the Board of Directors has adopted a resolution on their exclusion, shall lose the right to vote at the General Meeting of Members upon the entry into force of this resolution, if they have not appealed against it.

(3) Members as to whom the Board of Directors has adopted a resolution on their exclusion, if they have filed an appeal against the Board of Directors' resolution, shall lose their right to vote as soon as the General Meeting of Members adopts a resolution upholding the Board of Directors' resolution on the exclusion of such members.

§26

The powers of the General Meeting of Members include:

- (a) hearing and approving the report of the President/Board of Directors on the activities of the Association during the past term (not applicable to the 1st General Meeting of Members),
- b) adoption of amendments to the Articles of Association,
- c) adoption of the annual program of activities of the Association,
- d) election of members of the Board of Directors, Audit Committee and their dismissal,
- e) granting discharge to the outgoing Board,
- f) consideration and approval of the reports of the Audit Committee,
- g) consideration of appeals against resolutions of the Board of Directors filed by members of the Association on their exclusion from the Association,
- h) considering complaints of Association Members about the activities of the Board,
- i) passing a resolution on the dissolution of the Association.

§27

- (1) The General Meeting of Members shall deliberate on the basis of the Rules of Procedure adopted by itself - hereinafter referred to as the Rules of Procedure of the Association.
- (2) The Rules of Procedure shall be adopted by the first General Meeting of Members.
- (3) Each subsequent Meeting, by adopting a resolution, may make changes to the Rules of Procedure.

§28

Resolutions of the General Meeting of Members on amendments to the Statute, amendments to the Rules of Procedure of the General Meeting of Members, appointment and dismissal of members of the Board of Directors, Audit Committee require a majority of half of the validly cast votes plus one vote (50% of the votes plus one vote).

Resolution of the General Meeting of Members on the dissolution of the Association requires a majority of 3/4 of the validly cast votes plus one vote (75% of the votes plus one vote).

§29

- (1) In the event of reduction of the composition of any of the authorities of the Association, during the term of office of this body, its composition may be supplemented by co-option.
- (2) Co-option shall be made by the remaining members of the body of authorities of the Association, the composition of which has decreased, from among the candidates who ran for these authorities and were not elected, and this in the order of votes obtained by them.
- (3) Co-optation shall consist in the adoption of a resolution of the Authorities of the Association whose composition has decreased.
- (4) In the mode of co-option may be appointed not more than one member of the body of the Authorities of the Association, the composition of which has decreased.

§30

- (1) The Board of Directors of the Association shall consist of 5 members elected and dismissed by the General Meeting of Members.
- (2) The Board of Directors shall be elected in such a way that the General Meeting of Members elects the President of the Board of Directors of the Association, and then in a subsequent vote the remaining 4 members of the Board of Directors.
- (3) The Board of Directors of the Association, at the first meeting after its election by the General Meeting of Members, shall elect from among its members:
 - (a) two vice presidents, hereinafter referred to as Vice Presidents of the Association
 - b) secretary
 - c) treasurer.
- (4) Meetings of the Board shall be held as needed, but not less frequently than once every 6 months. Meetings of the Board are convened by the President.

§31

The Board of Directors of the Association makes decisions on all matters not reserved for other bodies of the Association, in particular:

- a) represents the Association outside,
- b) makes decisions on the admission and exclusion of members of the Association,
- c) convenes the Ordinary and Extraordinary General Meeting of Members of the Association - according to

- the rules and procedures provided for in this Statute,
- d) exercises management over the assets of the Association,
 - e) determines the principles, mode of payment and amount of membership fee for each subsequent calendar year,
 - f) directs the day-to-day work of the Association,
 - g) acquires for the Association and on its behalf - financial and material resources,
 - h) passes resolutions on the employment of the Director and other employees of the Office of the Association,
 - i) supervises and controls the work of the Association Office.

§32

The term of office of the Board begins when the General Meeting of Members passes a resolution on the appointment of the Board and ends when this body passes a resolution on the election of a new Board for the next term.

§33

- (1) The Board shall make decisions in the form of resolutions, which shall be adopted by a simple majority of votes in an open vote, with at least half of its members present.
- (2) In any case of adoption of resolutions, the presence of the President or Vice President of the Board of the Association is necessary for their validity.

§34

Statements of will on behalf of the Association shall be made by two members of the Board - including the President or Vice President of the Board of the Association.

§35

- (1) The Audit Committee of the Association shall consist of 3 members elected and dismissed by the General Meeting of Members.
- (2) The Audit Committee shall be elected in such a way that the General Meeting of Members elects its Chairman, and then in a subsequent vote the remaining 2 members.
- (3) The Audit Committee, at its first meeting after being elected by the General Meeting of Members, shall elect a Secretary from among its members.

§36

The powers of the Audit Committee include:

- a) control of the overall current activities of the Association,
- b) control of all financial matters related to the activities of the Association,
- c) control of the use of the Association's assets,
- d) make proposals at the General Assembly on the discharge of the Board of Directors,
- e) requesting the Board to convene an Extraordinary General Meeting.
- f) Presentation of post-inspection protocols to the Board of the Association, together with conclusions

§37

The term of office of the Audit Committee begins when the General Meeting of Members adopts a resolution on its appointment, and ends when this body adopts a resolution on the dismissal of the existing Audit Committee or a resolution on the election of a new Audit Committee for the next term.

§38

- (1) The Audit Committee shall make decisions in the form of resolutions, which shall be adopted by a majority of votes in an open vote with the presence of all its members.
- (2) The Audit Committee shall act on the basis of the Rules of Procedure of the Audit Committee of the Association adopted at the first meeting.
- (3) The meetings of the Audit Committee shall be minuted.
- (4) Correspondence between the Members of the Audit Committee may be conducted by e-mail.

Chapter V.

Office of the Association

§39

- (1) The Office of the Association may be established by resolution of the Board of Directors.
- (2) The resolution referred to in §39 pt. 1 also defines the organizational structure of the Office.
- (3) The Office of the Association shall operate on the basis of Regulations adopted by the General Meeting of Members.
- (4) The powers of the Office of the Association shall include:
 - a) conducting current affairs of an organizational and clerical nature related to the implementation of the objectives of the Association.
 - b) preparation, development and storage of documentation related to the activities of the authorities of the Association,
 - c) preparing, receiving and sending correspondence related to the activities of the authorities of the Association,
 - d) keeping a register of ordinary and honorary members of the Association,
 - e) receiving payments of membership fees and keeping records of payments of these fees,
 - f) keeping records of the Association's property,
 - g) keeping records required by the applicable regulations on taxes and accounts.
- (5) The work of the Office of the Association shall be managed by its director - hired by the Board of the Association on behalf of the Association.
- (6) In the event that the Board of Directors of the Association adopts a resolution on the employment of other employees of the Office of the Association - the Director of the Office shall enter into an employment contract with them and shall be the official supervisor of all those employed within the meaning of the Labor Code.
- (7) The Director of the Office of the Association shall be a Member of the Association - except that he may not be a member of the authorities of the Association.
- (8) Employees of the Office of the Association may also be non-members of the Association.
- (9) If the employee of the Office of the Association is its Member - he may not be a member of the Authorities of the Association.

Chapter VI.

Assets of the Association

§40

The Association's assets are formed from membership fees and financial and material resources and material resources acquired by the Association in the course of its statutory activities.

§41

- (1) The rules, procedure for payment and amount of membership fees for the next calendar year shall be determined by resolution of the Board of the Association.
- (2) The resolution determining the amount of dues for the next calendar year shall be adopted by November 30 of the calendar year.
- (3) In the absence of adoption of the resolution referred to above by the date indicated, for each subsequent calendar year the existing provisions on the principles, mode of payment and amount of membership fees shall apply.
- (4) The membership fee shall be set as an annual fee. It is to be paid once - for the year in advance by the end of January of the calendar year.
- (5) To handle financial issues - the Association will have a bank account

§42

The revenues of the Association are:

- (a) proceeds from public collections,
- b) subsidies from legal entities,
- c) donations, inheritances and bequests received by the Association both at home and abroad
- d) income from property rights acquired by the Association,
- e) income from business activities conducted by the Association;
- f) other receipts.

Chapter VII.

Final Provisions

§43

The Association shall dissolve on the basis of a resolution of the General Assembly or in other cases provided by law.

§44

In the event of liquidation of the Association, the remaining assets of the Association shall be transferred to a socially useful purpose related to health care - and indicated in the resolution of the General Assembly on the liquidation of the Association and the appointment of a liquidator.

§45

The Articles of Association shall come into force on the date of its adoption.

§46

In matters not regulated by the provisions of the Articles of Association, the provisions of the Law on Associations shall apply.