

**ARTICLES OF THE INTERNATIONAL ASSOCIATION
FOR ARCHEOLOGICAL STUDIES AND
DEVELOPMENT ON EARTH**

CHAPTER I

General

Provisions Art.

Art. 1

The International Association for Archaeological Research and Development on Earth, hereinafter referred to as the Association, is the association of the persons carrying out various form of activities involving newly commenced or currently conducted archaeological studies within the Giza Plateau in Egypt as well as thematically and materially related research carried out throughout the globe. Moreover, the association involves people who are carrying out various forms of activities in the area of rehabilitation and healthcare, environmental protection, social and professional rehabilitation of the disabled as well as scientific, technical and educational activities basing on the knowledge derived from archaeological research carried out throughout the globe. Said activities involve non-profit mission and idea.

Art. 2

The Association acts under the Act of 7 April 1989 "Law on Associations" (Journal of Laws: Dz.U. of 1989 , No 20 item 104, as amended).

The association is an incorporated entity.

Art. 3

1. The association acts within the territory of the Republic of Poland. For the proper implementation of its objectives, the Association may carry out its activities outside the territory of the Republic of Poland.

2. The Association may establish local organizational units - "Representative offices" within the territory of the Republic of Poland, in various cities/towns.

pursuant to applicable laws and these Articles.

3. The Association's registered office shall be the town of Nowy Sącz.

Art. 4

The Association may use the name translated into English as follows: "International Association for Archaeological Research and Development on Earth".

Art. 5

The Association may join national and international organizations having the goals and the forms of their activity consisted with the goals pursued by the Association. The resolution on joining an international organization shall be adopted by the General Meeting of Association Members.

Art. 6

The duration of the Association shall not be limited in time.

Art. 7

The Association's activity is based on the voluntary work of its members, the Association may hire employees and engage volunteers in order to conduct its affairs.

Chapter II

The objectives and the forms of the Association's activities

Art. 8

The Association's objective is to work for the general development of archaeological research, to consolidate technical and historical knowledge acquired during the research and to promote knowledge and research in all forms permitted by applicable laws. Public use activities carried out by the Association within the area of public duties shall be covered by art.4 sec.1 of the Act of 24th April 2003 on public benefit and volunteering work (Journal of Laws: Dz.U. 2003 No. 96 item 873). The proceeds will be allocated to the activities carried out under these Articles in one of the areas of public benefit and volunteering work listed in the Act.

Art. 9

In order to achieve the goals set out in art. 8 hereof, the Association shall:

- 1) promote methods and techniques used for archaeological activities in a comprehensive way,
- 2) facilitate the exchange of knowledge, experience and ideas between individual members of the Association,
- 3) represent the interests of members of the Association and handle matters being the subject of the Association's activities before state, economic and social bodies, institutions and organizations,
- 4) support and inspire study and analysis in order to explore new trends, opportunities, techniques or methods in archaeology,
- 5) supports education and training in the field of archaeology.
- 6) is a forum for cooperation between people interested in the issue of the research on the Giza plateau and on the ancient knowledge and the technique applied and the mass media and entities promoting this knowledge,
- 7) strives to build and maintain the prestige of research related to Earth's history and acts as an advocate against unfounded attacks or restrictions on the Earth's history,
- 8) conducts publishing activities,
- 9) supports initiatives, works and research undertaken in the field of archaeology, environmental protection, rehabilitation and healthcare, rehabilitation of the disabled
- 10) initiates, organizes and conducts social advertising campaigns,
- 11) undertakes other activities aimed at the holistic development of scientific and technical activities related to archaeological research in the Giza plateau and the Association's statutory goals.

Art. 10

The members of the Association shall be divided into the following groups:

- 1) ordinary members,
- 2) supporting members,
- 3) honorary members.

Art. 11

Membership within the Association is acquired by the Board's acceptance of the candidacy by the by a simple majority of votes and by way of a resolution.

Art. 12

1. An ordinary member of the Association may be a natural person with full legal capacity who, by submitting a written declaration, undertakes to act for the Association and comply with the provisions of its Statute, and present a positive opinion of two members of the Association.
2. The minors aged between 16 and 18 may be members of the Association, but may not be elected to its authorities.

Art. 13

Foreigners may be members of the Association regardless of their place of residence.

Art. 14

A supporting member may be a legal person, an unincorporated entity or a natural person with full legal capacity, who will declare in-cash or in-kind contribution for the purposes of the Association. Any legal person or unincorporated entity shall act within the Association through their legal representatives. Membership can be acquired after the submission of the declaration referred to above under a resolution of the Management Board.

Art. 15

An honorary member may be a person who has contributed to development of the Association's core idea or has gained any other merits for the Association.

Art. 16

The application for admission as an ordinary and supporting member is made on the basis of a written declaration made by the person applying for membership, supported by at least two ordinary members of the Association.

Art. 17

The title of an honorary member of the Association is awarded by the General Meeting of Members of the Association at the request of the Board or three members of the Association, by way of a resolution.

Art. 18

Members of the Association are obliged to:

- 1) contribute with their attitude and actions undertaken to the growth of the Association's role and importance.
- 2) take care of the good reputation of the Association,
- 3) strive to improve public opinion and the atmosphere around communities promoting knowledge related to the history of the Earth and ancient technologies,
- 4) support and actively pursue the objectives of the Association,
- 5) comply with applicable laws and with the provisions of the Articles and the resolutions of the Association's authorities,
- 6) pay contributions regularly.

Art. 19

Ordinary members of the Association are entitled to:

- 1) active and passive voting rights in elections of all Association's authorities,
- 2) the right to participate in the General Meeting of Members of the Association and the right to speak and express opinions on all matters relating to the Association's activities,
- 3) the right to participate in all Association's activities,
- 4) the right to use the recommendations, guarantees and care of the Association in their activities,
- 5) the right to use the Association's equipment, services and assistance as well as other opportunities it offers to its members

Art. 20

Supporting members and honorary members of the Association have all the rights of ordinary members with the exception of active and passive voting rights.

Art. 21

1. The obligation of the members of the Association is to act in accordance with the Articles and resolutions of the Association's authorities.
2. Ordinary members are also obliged to actively participate in the work of the Association and to pay membership fees, unless in special cases they are exempted from paying such fees by a resolution of the Management Board.

Art. 22

All members of the Association are obliged to act ethically within the Association and to comply with the code of ethics, if such is adopted by the General Meeting.

Art. 23

Members of the Association involved in a dispute in the area falling within the Association's statutory objectives will seek to settle the matter amicably.

Art. 24

Membership in the Association shall expire as a result of the following circumstances:

- 1) the death of the member, upon the date of the death,
- 2) voluntary withdrawal from the Association submitted in writing to the Management Board,
- 3) dismissal from the Association pursuant to a resolution of the Management Board in the following cases:
 - (a) carrying out any activities in violation of the Articles or the resolutions of the Association's authorities,
 - (b) unjustified failure to participate in the Association's works,
 - (c) violation of the code of ethics,
 - (d) arrears in the payment of membership fees for a period of one year,
 - (e) loss of the prerequisites necessary for membership in the Association
 - (f) loss of civil rights following a final court judgment,
 - (g) or as a result of a legally valid decision of the Association's Disciplinary Court.

Art. 25

Honorary membership in the Association shall expire as a result of:

- 1) resignation from honorary membership submitted in writing to the Management Board,
- 2) deprivation of honorary membership by virtue of a resolution of the General Meeting of Members or a final judgment of the Disciplinary Court.

Art. 26

The interested party shall have the right to appeal to the General Meeting of Members of the Association within 30 days of the delivery of the resolution or ruling against the resolution of the Management Board or the decision of the Disciplinary Court on dismissal from the Association. The decision of the General Meeting of Members of the Association shall be final and binding. Until the appeal is decided upon by the General Assembly, the member of the Association subject to the resolution on dismissal is deprived of the right to exercise membership rights specified in these Articles.

Chapter III

The Association's authorities

Art. 27

The authorities of the Association are as follows:

- 1) General Meeting of Members of the Association
- 2) the Management Board,
- 3) the Disciplinary Court.
- 4) the Audit Committee

Art. 28

1. The Board and the Disciplinary Court shall be elected from among the members of the Association by the General Assembly for a three-year term.

2. In the event of a decrease in the personal composition of the Association's Authorities during their term of office, the election of the successors may take place through co-optation. The co-option is performed by the remaining members of the authority whose personnel has been reduced. Under this procedure, no more than half of the authority's personnel may be appointed. The term of office of members of the Association's authority elected in the above manner shall expire with the term of office of the remaining members of this authority.

3. The authorities elect the following from among the members of the Association: the Treasurer, Secretary, Project Manager, Plenipotentiary for selected activities for the term specified in the Association's resolution.

Art.29

Members of the Association's authorities perform their functions free of salary. By way of a resolution of the General Meeting, remuneration may be awarded to the members of the Association's authorities for performing their functions.

Art. 30

Unless further provisions of the Articles provide otherwise, resolutions of all the authorities of the Association are passed by a simple majority of votes in the presence of at least half of the members. In the event of an equal number of votes for or against a resolution, the casting vote is cast by the chairman of the meeting.

Chapter IV

General Meeting of the Members of the

Association

Art. 31

1. The General Meeting is the Association's highest authority, which shall finally decide on all matters falling within the scope of the Association's activities and related to the implementation of its goals.
2. All members of the Association participate in the General Assembly. Honorary and supporting members participate in the General Meeting in an advisory capacity. Supporting members who are not natural persons participate in the General Meeting through their representatives.
3. A General Meeting may be of ordinary or extraordinary character.

Art. 32

1. The Ordinary General Meeting shall be convened by the Management Board no less than once a year. The Extraordinary General Meeting shall be convened by the Management Board at its own initiative or at the written request of the Audit Committee or at the request of at least one third of the Association's members.
2. The request to convene an Extraordinary General Meeting must include the proposed agenda. If these proposals do not contradict the Articles, the Management Board is obliged to take them into account, however, the Management Board may supplement the agenda with additional items.
3. The Extraordinary General Meeting is convened by the Management Board within two months from the date of submitting a written request.

Art. 33

The Management Board shall notify all members of the Association of the date, place and proposed agenda of the General Meeting no less than three weeks in advance. Notification may be made by: postal delivery, courier, fax or e-mail.

Art. 34

The following matters are reserved exclusively to the General Meeting:

- 1) adopting resolutions setting out the main directions for the Association's statutory and financial activities,
- 2) election of the Management Board, the Audit Committee and the Disciplinary Court,
- 3) analyzing reports of the Management Board, the Audit Committee and the Disciplinary Court,
- 4) adopting resolutions on the discharge of the Management Board,
- 5) adjudication of appeals regarding refusal to accept, removal or exclusion of a member from the Association,

- 6) awarding and depriving of the title of an honorary member,
- 7) determining the amount of membership fees
- 8) adopting resolutions to amend the Articles,
- 9) adopting regulations for the activities of authorities, specialized sections and other authorities established under these Articles,
- 10) adopting resolutions on the dissolution of the Association,
- 11) adopting resolutions on other matters where the applicable legal provisions require a decision of the General Meeting.
- 12) adopting resolutions on awarding remuneration to the Management Board.

Art. 35

1. The General Meeting is able to adopt resolutions on the first attempt in the presence of at least half of the Association's members, on the second attempt scheduled fifteen minutes later on the same day, regardless of the number of attendees.
2. Resolutions of the General Meeting are adopted by a simple majority of votes.
3. Amendments to the Articles of Association, dismissal of the President, members of the Management Board, Audit Committee, Disciplinary Court and dissolution of the Association requires an absolute majority of votes in the presence of half of the Association's members in the first attempt; on the second attempt, the requirement for more than half of the members shall not apply.
4. Every member shall have only one vote.
5. The General Meeting shall elect its chairman and the recording clerk.
6. The course of the General Meeting and the resolutions adopted therein are recorded in the minutes. The minutes and resolutions adopted by the General Meeting shall be signed by the chairman of the General Meeting and by the recording clerk. The minutes and resolutions of the General Meeting shall be available for viewing by the members of the Association no later than 30 days from the date of the Meeting at the seat of the Association.

Chapter V The Management Board

Art. 36

The Management Board shall consist of 2 to 7 members elected by the General Meeting for a three-year term.

Art. 37

1. The members of the Management Board shall be elected by secret or open voting in such a way that each participant of the General Meeting present and entitled to vote shall vote for the maximum of as many candidates as the number of members of the Management Board that are to be elected. Those candidates who received the highest number of votes are elected as Members of the Management Board.
2. Members of the Management Board must not have been sentenced by a final sentence for an intentional offence prosecuted by the public prosecutor or for a fiscal offence.
3. The Management Board shall elect a Deputy Chairperson from among its members.
 - a) President of the Management Board
 - b) The Vice-president of the Management Board

Art. 38

1. Resolutions of the Management Board are adopted by a simple majority of votes. Resolutions are adopted during meetings of the Management Board with the quorum of at least half of its members, and also between meetings of the Management Board by way of voting by means of electronic communication, In order for voting by electronic means to be valid, at least half of the members of the Management Board must attend. The voting protocol shall be presented to the Management Board via electronic communication during the next meeting.
2. The meetings of the Management Board and the resolutions adopted by the Management Board shall be recorded in the minutes.

Art. 39

The Management Board shall hold its meetings as needed, but no less than once a year.

Art. 40

Declarations of will, including with regard to incurring financial liabilities, are made on behalf of the Association by a member of the Association's Management Board acting individually. The consent of two members of the Management Board is required to incur a liability exceeding PLN 5,000. A member of the Association's Management Board may not incur financial liabilities whose monthly sum will exceed PLN 5,000. In the event that the sum of liabilities exceeds the amount of PLN 5,000, it must be approved by the Association's Management Board.

Art. 41

The competences of the Management Board shall include the following matters:

- a) representing the Association before third parties and acting on its behalf,
- b) managing the activities of the Association in accordance with the provisions of this Articles and the resolutions and recommendations of the General Meeting,
- c) management of the Association's assets,
- d) adopting budget estimates,
- e) convening and preparing the General Assembly,
- f) accepting and dismissing members of the Association,
- g) applying to the General Meeting with a request to award the title of honorary member,
- h) appointing and dissolving specialist sections,
- i) exercising supervision over the activities of the local units - Representative offices.

Chapter VI

The Audit Committee

Art. 42

1. The Audit Committee shall consist of 2 to 5 members elected by the General Meeting for a term of three years.
2. Members of the Audit Committee may not be members of the Management Board or be married to members of the Management Board, in cohabitation, kinship, be in-laws of one another or report to one another. Members of the Audit Committee may also not be in an employment relationship with the Association. Members of the Audit Committee must not have been sentenced by a final sentence for an intentional offence prosecuted by the public prosecutor or for a fiscal offence.
3. The Audit Committee shall elect a chairman from among its members.

Art. 43

The powers of the Audit Committee shall include:

1. conducting, at least once a year, a comprehensive control of the Association's activities, with particular emphasis on financial management,
2. applying to the Management Board with requests regarding the activities of the Association,
3. submitting reports to the General Meeting along with an assessment of the Association's activities and requests for a vote of approval for the outgoing Management Board.

Chapter VII

Disciplinary Court

Art. 44

1. The Disciplinary Court shall consist of 3 to 5 members elected by the General Meeting for a three-year term, from outside the members of the Management Board and the Audit Committee.
2. The Disciplinary Court shall elect a chairman from among its members.
3. The Disciplinary Court examines and resolves the cases of members of the Association in the following areas:
 - a) breach by members of the Association of any obligations under the Articles and under the resolutions adopted by the Association's authorities.
 - b) disputes arising between the members of the Association over the rights and obligations arising from their membership in the Association.

Art. 45

1. The Disciplinary Court may impose the following penalties:
 - a) warning,
 - b) dismissal from the Association,
 - c) submitting a request to the General Meeting for deprivation of the honorary member's title.
2. The decision of the Court may be appealed to the General Assembly within 30 days from the date of delivery of a copy of the decision.

Art. 46

The Disciplinary Court shall present a report on its activities at each ordinary General Meeting.

Chapter VIII

Representative offices

INTERNATIONAL ASSOCIATION OF ARCHAEOLOGICAL RESEARCH AND DEVELOPMENT ON EARTH

Art. 47

1. Pursuant to the provisions of generally applicable laws and this Statute, the Association may establish local organizational units - called Representative Offices.
2. A prerequisite for the creation of a Representative Office is a written application for the establishment of a Representative Office, signed by no less than five people - members of the Association.
3. The resolution on the establishment of a Representative Office shall be taken by the Association's Management Board after obtaining the opinion of the Association's Audit Committee. In the resolution on the establishment of the Representative Office, the Management Board of the Association shall its registered address and the area of operation and shall indicate the maximum date for the election of the Representation Office's Board by the Meeting of Representative Office's Members.
4. The resolution of the Management Board of the Association refusing to establish a Representative Office may be appealed against to the General Assembly within 30 days. The resolution of the General Meeting is final and binding.
5. The Provisions of sec. 3 and 4 shall apply mutatis mutandis in the event of dissolution of the Representative Office.

Art. 48

1. The Representative Office shall not have legal personality.
2. Only members of the Association may be members of the Representative Office, as proven by a written declaration.
3. The contributions of ordinary members, who are also members of Representations, constitute the income of the Association. Contributions of supporting members, who are also members of Representative Offices, constitute the income of the Association up to the amount equal to the contribution of an ordinary member, and in the remaining part they constitute the income of the Representative Offices and may be used only for the purposes of the statutory activity.

Art. 49

1. The Representative Office realizes the objectives of the Association in the area where it operates, in accordance with the provisions of these Articles. In this regard, the Representative Office may make decisions through its authorities, provided that they are compatible with the objectives for which the Association was established and with the resolutions and decisions made by the Association's authorities.
2. The authorities of the Representative Office are as follows:
 - a) Meeting of Representative Office's Members,
 - b) Board of the Representative Office

Art. 50

1. The highest authority of the Representative Office is the Meeting of Representative Office's Members, deciding on all matters within the scope of the Association's activities in the area of the Representative Office's operation, and related to the implementation of these goals of the Association, in accordance with the Association's statute and decisions of the Association's authorities. The following matters shall fall within the exclusive competence of the Meeting of the Representative Office's Members:
 - a) adopting resolutions setting out the main directions of the Program and financial activities of the Representative Office,
 - b) election of the Board of the Representative Office,
 - c) considering the Representative Office's reports and adopting resolutions on the discharge for the Board of the Representative Office,
 - d) applying to the General Meeting of Members of the Association in matters falling within its exclusive competence.
2. The Meeting of Representative Office's Members is convened no less than once a year. The Board of the Representative Office shall notify all members of the Representative Office and the Board of the Association of the date, place and agenda at least two weeks in advance.
3. Resolutions of the Meeting of Representative Office's Members are passed by a simple majority of votes in the presence of at least half of the Representative Office's Members.
4. Meeting of Representative Office's Members and the adopted resolutions are recorded in the minutes. The minutes along with the adopted resolutions are signed by the chairman of the Meeting and by the recording clerk. Resolutions adopted by the Meeting of Representative Office's Members are submitted to the Management Board of the Association.

Art. 51

1. The Board of the Representative Office is authorized to represent the Representative Office in its area of operation and manage its day-to-day affairs. The Board of the Representative Office supervises its activities in the area of its operation and prepares a program of the Representative Office's activities for the authorities of the Association, as well as a report on the activities of the Representative Office and the financial statement upon prior approval of the statement by the Meeting of Representative Office's Members.
2. The President of the Board of the Representative Office or two members of the Representative Office's Management Board are authorized to make statements on behalf of the Representative Office.
3. The Provisions of sec. 1 and 2 shall not limit the powers of the Association's Management Board.
4. Within 14 days from the date of the Representative Office's establishment, the Board of the Representative Office, shall be obliged to notify the supervisory body competent as for the registered address of the Representative Office, indicating the persons serving in the Management Board and registered address, and deliver the Association's Articles. This obligation arises with each change in the composition of the Management Board, registered address and the Association's Articles.

Art. 52

1. The Association's Management Board supervises the activities of the Representative Office.
2. In case of disagreement with the decision taken by the Representative Office with the objectives of the Association and with the resolutions and decisions of the Association's authorities, such a decision may be annulled at any time by the Association's Management Board.
3. The decision of the Management Board to annul the decision of the authority of a Representative Office may be appealed against to the General Meeting of Members of the Association within 30 days. The resolution of the General Meeting is final and binding.
4. In matters not covered by this chapter, the provisions of the Articles of Association shall apply *mutatis mutandis*.

Chapter IX

Assets of the Association and final provisions

Art. 53

The property of the Association consists of: real estate, movables and funds.

Art. 54

The sources of assets are as follows:

- a) membership contributions,
- b) income from real estate and movable property owned or used by the Association,
- c) grants and subsidies
- d) donations, inheritances and bequests,
- e) income from own statutory activity, paid, unpaid, income from business activity and public donation.

Art. 55

1. The amount of membership fees is determined by a resolution of the General Meeting.
2. Membership fees should be paid by the end of the first quarter of each year.
3. New members pay their contributions within two weeks of receiving notification of membership.

Art. 56

The Management Board may create special purpose funds within its financial resources.

Art. 57

The following acts are prohibited:

- 1) granting loans or securing liabilities with the assets of the Association in relation to its members, members of bodies or employees and persons with whom members, members of bodies and employees of the Association are married, cohabiting or in a relationship of kinship or affinity up to the second degree, or are related by virtue of adoption, custody or guardianship,
- 2) vest the Foundation's assets to its members, members of its bodies or its employees and their close relatives on terms and conditions different than those applicable to third persons, in particular if such vesting is performed free of charge or on preferential terms and conditions,
- 3) using the assets of the Association for the benefit of members, members of bodies or employees and their relatives on terms other than in relation to third parties, unless this use results directly from the statutory purpose,
- 4) purchase any merchandise or services from entities participated in by members of the Foundation, by members of its bodies or by its employees and their close persons, on terms and conditions different than those applicable to third persons or at prices higher than market prices.

Art.58

The Association may be dissolved by way of a resolution of the General Meeting or in other cases provided for by law. Destination of assets and procedure of liquidation is determined by the Association by means of a resolution of the General Meeting in that respect.