

GOVERNING BODIES OF ORDINARY ASSOCIATIONS IN THE CITY OF GLIWICE

Paweł WITKOWSKI

Silesian University of Technology; pawel.witkowski@polsl.pl, ORCID: 0000-0001-9158-9751

Purpose: The purpose of this paper is to define the model of formation (creation), structure, tasks, competences, relations with other entities and responsibilities of governing bodies of ordinary associations and to identify these associations and their governing bodies in the city of Gliwice. Ordinary associations are entered in the register of ordinary associations kept by district and city district offices, which is the city of Gliwice. On the basis of the analysis of data on these associations, the author attempts to answer the research questions: What is the correct model for the process of establishing governing bodies of ordinary associations, what internal structure should they have, what sentences should they have, what types of responsibility do they bear and what are their relations with other entities and what impact do these issues have on the subsequent functioning of the association?

Design/methodology/approach: The realisation of the above-mentioned objectives is made possible through the application of two research methods: the legal analysis method (dogmatic method), which is appropriate for the analysis of a phenomenon determined by legal regulations, and the empirical research of the register of ordinary associations kept by the City of Gliwice. The author used various techniques and tools to collect and analyse data, i.e. legal analysis, analysis of entries in the register of ordinary associations in Gliwice, analysis of court rulings and internet sources.

Findings: The author identified ordinary associations based in Gliwice, their governing bodies and the types of these bodies, determined the models for the formation and structure of governing bodies of ordinary associations, their tasks, responsibilities and relationship with other entities.

Practical implications: Models for the creation of governing bodies of ordinary associations can be used in practice by those intending to create ordinary associations.

Social implications: Ordinary associations are one of the organisational forms in which a person can actively interact with society. This organisation allows him or her to be creative and thus realise his or her own and the collective needs of others. The choice of the type of governing body will have further consequences in terms of the relationship of the ordinary association with external actors and association members. Familiarising with the paper will allow to consciously create an ordinary association and join it with an awareness of the consequences and responsibility for the obligations of the ordinary association.

Originality/value: This paper is the first scientific, analytical study identifying ordinary associations and the types of their governing bodies in the city of Gliwice.

Keywords: association management, associations, organisation of an ordinary association, formation of an association.

Category of the paper: research paper.

1. Introduction

Man is a social being. From his nature comes the need to be a member of a community and the need to influence the functioning of that community. The community passes on to the individual its past achievements and in the community the individual develops his/her talents, which then enrich social development. It is a kind of relay race towards the future. Examples of communities are the family, a group of people in a workplace, in a school, in a parish, in a locality, in a territorial unit, in a state. In the modern world, the functioning of these communities is regulated by law.

An individual can influence social life either individually or through collective organised action, e.g. through associations, political parties. One such organisational and legal form is the ordinary association. Ordinary associations are only one of the possible forms of associations. The Act of 7 April 1989 - Law on Associations (hereinafter: PrStow) provides for two organisational and legal forms of associations. The basic form is the association, which is registered by the registration court in the National Court Register. The second organisational and legal form of an association is an ordinary association, which is not registered in the National Court Register but is entered in the register of ordinary associations (Miemiec, 2019), kept by administrative bodies - mayors or presidents of cities in cities with district rights. The city of Gliwice is a city with district rights, i.e. it is an urban municipality that, in addition to its municipal tasks, additionally performs district tasks, and the bodies in such a city are the city council and the city president. Gliwice is a large city located in the Silesian Voivodship with a population of over 166,000 (<https://gliwice.eu>). It is a city where the Silesian University of Technology is based, where this paper was written as part of the research.

The President of the City of Gliwice keeps a register of ordinary associations. This register is public, open and available in electronic form within the Public Information Bulletin of the Municipal Office in Gliwice. This bulletin aims to make public information available in electronic form in a universal manner. It consists of websites where public authorities and other entities performing public tasks make public information required by Polish law available. Using access to this register, I obtained data and information on specific ordinary associations and their governing bodies registered in Gliwice.

2. Organisational and legal models of governing bodies of ordinary associations

2.1. Types of bodies of the ordinary association

The basic legal act according to which an ordinary association can be established and according to which it will function is the Law on Associations. The Act defines the legal nature of the association and its rules of operation. It stipulates that an association is a voluntary, self-governing, permanent association with non-profit purposes (art. 2 PrStow). The legislator does not impose objectives, programmes of action or organisational structure. It leaves these issues to be decided by persons wishing to establish an ordinary association. Unlike an association registered in the National Court Register an ordinary association, which is only registered in the register of ordinary associations kept by mayors (presidents of cities with county rights), ordinary associations do not have legal personality, they are a simplified form of association (art. 40 PrStow) but they have legal capacity and judicial capacity. However, only all members of the association have legal standing and therefore the capacity to take legal action (judgment of the Supreme Administrative Court of 12 February 2018, II OSK 1157/17, *Legalis*). An ordinary association may be established by as few as three persons. In order to do so, they must adopt two resolutions: on the establishment of an ordinary association and on the adoption of its rules of procedure.

In defining the organs of an ordinary association, the law is very liberal. The necessary body is only the governing body, which can be either the representative or the board of directors (Suski, 2018). An optional body, which may or may not be, is the internal control body. The legislator has not established the body of the association as the general meeting of members. This is a consequence of the fact that the members of an ordinary association are liable for the obligations of the ordinary association without limitation with all their assets jointly and severally with the other members and with the association (Article 40(1b) PrStow). The consent of all members of the ordinary association is required in order for the governing body to take an action exceeding the scope of ordinary management. For this reason, the legislator did not consider it necessary to create such a body. However, since an ordinary association is a self-governing association, there is no contraindication for the bylaws to provide for the existence of such a body, but it cannot then have the competence to substitute the consent of all members of the ordinary association to perform legal acts exceeding the scope of ordinary management.

2.2. The process of creation and functioning of governing bodies

Since the Law on Associations does not impose one type of governing body of an ordinary association, but gives the possibility to choose between two forms of body, the founding members have to make this choice in the process of forming an ordinary association. As already

mentioned, one of the resolutions that the founding members must adopt is the resolution on the adoption of the rules of procedure of the ordinary association. This is an act of internal law of the association. It defines not only the name of the ordinary association and the type of governing body, but also the purpose or objectives, the area of action, the means of action, the seat and many other issues. Every organisation should have a normative act that defines the shape of the intra-organisational bond, the system of goals, values (Kožuch, 2004, 2020). In an ordinary association, this act is the rules of procedure.

The choice of the type of governing body in a particular ordinary association depends on a number of issues. An important aspect is that the representative is a one-person, monocratic body, while the management board, as a rule, is a collegial, multi-member body (Michalska-Badziak, 2009; Ochendowski, 2009). However, there is no contraindication for the board to be a single-member board, as occurs in one case in Gliwice. It certainly matters whether the founding members prioritise collective action, taking account of different points of view, or whether they consider efficient one-person management to be of greater value, assuming that the person acting as a representative is sufficiently competent, operative, well-organised and able to make decisions accurately and efficiently (Knosala, 2006). The representative is also single-mindedly accountable to the members of the association, rather than, as in the case of the board of directors, this accountability is diluted, the sense of responsibility is then diminished.

When the founding members decide on a board of directors as the governing body of an ordinary association, then the Law on Associations requires that the association's bylaws specify in particular the procedure for the election of the board of directors, the procedure for the completion of its composition, its competences, the conditions for the validity of resolutions, the manner of the association's representation (in particular the contracting of property obligations (art. 40, para. 3 PrStow)).

The board of directors should be made up of people who together represent a kind of added value, they are the most important resource of the association as an organisation (Kožuch, 2020). For the smooth functioning of the board of directors, an important issue is the number of board members and the functions that the individual board members will perform in carrying out their duties. The PrStow Act does not impose these functions, they should be determined by the association's bylaws. Usually, the functions of the members of the board are: chairman of the board, vice-chairman, secretary, treasurer, member of the board. There is no contraindication for the bylaws to provide for other functions. There is also no statutory requirement to elect a person to a specific function at once when electing the board of directors. Such an election procedure is the most common in practice, but there is no contraindication if the bylaws of the association provide for the election of the board of directors without specifying the functions of individual persons and only later the members of the board of directors elect persons from among themselves for specific functions.

In the process of forming an association, the election of the first board of directors should ideally take place at the founding assembly. However, the PrStow Act does not impose such a requirement. Therefore, resolutions on the establishment of the association and the adoption of its rules of procedure may be taken at the founding meeting and only at the next meeting the management board may be elected. The PrStow Act, while not requiring an ordinary association to have such a body as a general meeting of members, has allowed for the possibility of decision-making by the founding members by circulation. Which procedure will be applied in a particular ordinary association will depend on the provisions contained in the association's bylaws. In principle, an analogous situation exists with regard to the completion of the board of directors.

With regard to the completion of the board of directors, the question of both the election procedure and the initiative for completion needs to be regulated. Completion of the board of directors can be done either at the members' meeting or by circulation. Irrespective of the election procedure, the bylaws of the association must specify the conditions for the validity of the resolutions, in particular with regard to the election of the board of directors and the completion of its composition. The solution to this issue, which is most oriented towards efficient decision-making and at the same time guarantees a course of action in line with the majority of the association's members, will be the norm according to which a simple majority of the association's members will suffice for the validity of the resolution concerning the election of the board of directors and the supplementation of its composition.

The will of the board will be expressed in the form of a resolution (unless the board is a one-person board). A board of directors will be a better choice than a one-person representative if the founding members value discussion more before decisions are made and want more people to examine the issue. An important circumstance will also be when the founding members represent different views but decide nevertheless to set up an association together. Then, for example, each fraction may have one board member representing its interests, views, positions.

A weakness of the board as the association's governing body may be that the decision-making process takes too long. In order to counteract such a phenomenon, the following should be provided for in the rules of procedure: the number of board members, the type of majority required for a resolution to be valid. For example, that resolutions are passed by a simple majority, and in the event of a tie, the vote of the chairman chairing the board meeting or the vote of the chairman of the board is casting. Then, even an equal number of votes "for" and "against" does not result in a state of non-adoption of the resolution. Provision should also be made for the problem of the proper *quorum* and the procedure for convening board meetings. The first issue of the validity of the decisions taken is the correct notification of the members of the board of directors of the convened board meeting. In this respect, provision may be made for a rule stipulating that the board of directors shall adopt resolutions either when fully constituted or, if the board of directors has been duly notified of a meeting of the board of

directors, a simple majority shall be sufficient for a resolution to be valid, and in the event of a tie the chairman of the board of directors shall have the casting vote. The rules of procedure for this purpose should specify who is the chairman of the board meeting. For example: a meeting of the board of directors is chaired by the chairman of the board of directors, in the event of absence by the vice-chairman, followed, for example, by the oldest member of the board of directors. Regulating these issues in this way will make it possible in future to smoothly overcome crisis situations arising from problems of a personal nature. There should be clear rules on who should convene the board, when, where and how. A simple majority rather than an absolute or qualified majority is conducive to the smooth adoption of resolutions. If an absolute or qualified majority were to be set for the validity of resolutions, consideration should be given to providing that, in the absence of an absolute or qualified majority, a simple majority of the board members present at the next board meeting convened on the issue would suffice to pass a resolution.

Like almost every organisational unit, an ordinary association also acts through its bodies. The rules of procedure of this association must define the way in which the association is represented. If the governing body is a representative, then he or she, single handedly, represents the ordinary association towards external parties. On the other hand, if the governing body is a (multi-member) board of directors, then the bylaws of the association must specify the manner of representation of the ordinary association. By stating in the bylaws that the association is represented by a board of directors, the effect will be that the board of directors has to represent the association in its full composition. A more practical solution would be a norm stating that the ordinary association is represented by the chairman of the board of directors together with the other member of the board of directors or by two members of the board of directors together.

A particularly important issue in the field of representation is the representation of an ordinary association with regard to the incurring of property obligations. This issue is so momentous due to the fact that an ordinary association does not have a legal personality and that not only the association but each member of the association is liable for the obligations of the ordinary association with all its assets (Hadrowicz, 2019). Therefore, a member of an ordinary association should choose such a governing body in which he or she will have full confidence. I will address the issue of the scope of tasks, competences and responsibilities of the governing body of an ordinary association in the next subsection of the paper.

2.3. Tasks and powers of the governing bodies

The governing body of an ordinary association, once its creation is completed, should carry out its tasks in accordance with its competences as defined in the Law on Associations and in the rules of procedure. The first task, even before an ordinary association can start its activity, is to submit in writing an application for entry in the register of ordinary associations. If the application for entry is submitted by the management board, regardless of the principles

of representation specified in the rules of activity, it must be signed by all members of the management board (art. 40, para. 6 PrStow). Such an application, together with the minutes of the founding meeting and the attachments, should be submitted to the competent supervisory body of ordinary associations, which is the mayor or the city presidents in cities with district rights. The application for entry in the register of ordinary associations should be accompanied by:

1. operating regulations,
2. a list of the founders of the ordinary association, including their names, surnames, date and place of birth, place of residence and the founders' handwritten signatures,
3. the name, residential address and personal ID number of the representative of the ordinary association or the members of the management board,
4. the name, residential address and personal ID number of the members of the internal control body, if the rules of procedure provide for such a body,
5. the address of the registered office of the ordinary association (Article 40(5) PrStow).

Only after an entry in the register of ordinary associations is made, the association is formed and may start its activities. The authority keeping the register shall notify the governing body of the ordinary association of the entry immediately after the entry in the register. If the administrative body keeping the register fails to make an entry of the association in the register, the managing body is entitled to legal remedies (art. 40a par. 5 and 6 PrStow) of both administrative (urging) and judicial (complaint to the administrative court) nature. The managing body should, after receiving a notice of the registration of the association in the register of ordinary associations, apply for the REGON (*statistical number*) and TIN to be assigned to the association by the authorities competent for the place of the association's registered office. In order to obtain a REGON, it is necessary to submit an identification declaration to a branch of the statistical office, while the identification declaration in order to obtain a NIP should be submitted to the tax office. The latter two activities can also be carried out through electronic communication.

The tasks of the governing body of an ordinary association will depend on the purpose and objectives of the association, as set out in the rules of procedure. These bylaws should define "in particular" the tasks of the association's representative/management body. The Law on Associations, in Article 41a, defines two types of activities: activities of ordinary management and activities exceeding the scope of ordinary management. There is no statutory definition of acts of ordinary management. In the doctrine and jurisprudence of the courts, the view has become firmly established that these are both legal and factual actions, related to the day-to-day matters of the management of the organisation, things, with the use of things, collection of benefits, actions aimed at maintaining things in their current state (Malicki, 2023; Kidyba, 2010; Rudnicki, S., Rudnicki, G., 2008; Winiarz, 1989). Whether an activity is an activity of ordinary management or an activity exceeding ordinary management is determined by the totality of relations, circumstances related to the thing or the legal situation in which a particular

activity has to be performed (Deneka, 2021). The representative/manager has the competence to independently undertake all activities of ordinary management, unless the rules of operations classify them as activities exceeding ordinary management.

Typical tasks to be included in the ordinary management activities are: representing the ordinary association to the outside world, dealing with current affairs, realising the objectives set out in the activity regulations, convening the members' meeting, drawing up and executing the activity plans, day-to-day management of the association's property, collecting membership fees and performing emergency activities, e.g. those which, if omitted, would expose the association to a loss, adopting resolutions on the admission of members and on the exclusion of members.

With regard to actions exceeding ordinary management, the governing body will have the competence to undertake such actions only if previously all members of the ordinary association consent to the action and grant the representative/manager a power of attorney to carry it out (Article 41(2) PrStow). The consent and the power of attorney for documentary purposes should be made in writing, unless the provisions of the law require a special form for the performance of a specific action, e.g. for the transfer of ownership of real estate or for the establishment of a limited right in rem, the form of a notarial deed is required. In such a case, the consent (analogously to the consent of a third party) and the power of attorney should be in such a form as is required for the given legal action. The PrStow Act, in Article 41a(3), lists 'in particular' the types of acts that are acts exceeding the scope of ordinary management. These include:

1. acquisition and disposal of real estate or the right of perpetual usufruct,
2. establishment of a limited right in rem,
3. conclusion of a credit or loan agreement,
4. assumption of debt, acknowledgement of debt, discharge of debt, accession to debt, conclusion of a suretyship agreement or conclusion of any other similar agreement,
5. incurring other liabilities exceeding the value of PLN 10,000.

From the above exemplary, but statutorily determined catalogue of acts exceeding the scope of ordinary management, it may be concluded that contracting liabilities other than those specified above of a value lower than PLN 10,000 shall be acts of ordinary management. The catalogue of activities exceeding the scope of ordinary management may be additionally specified in the regulations of activity and may determine, for example, that the activities exceeding the scope of ordinary management shall be the activities resulting in contracting property obligations of lower value than specified by the act, e.g. the activities exceeding the value of PLN 3000, change of the association's regulations. The association's by-laws may also stipulate that specific actions require the prior consent of a specified majority of the association's members, e.g. a resolution on the loss of membership by a member of the association. Actions taken by the governing body without the required consent are invalid.

The precise definition of the activities that the representative/management board may not undertake without the consent of all members of the ordinary association or a certain majority of them is particularly important in view of the statutorily defined rules of liability for the association's obligations. Each member of an ordinary association shall be liable for the obligations of that association without limitation and with all its assets (Article 40(1b) PrStow; Hadrowicz, 2019). This is joint and several liability with the other members of the association and with the association (Judgment of the Regional Administrative Court in Lublin of 24 November 2017, I SA/Lu 671/17, Legalis). Pursuant to Article 366 of the Civil Code, a creditor may demand all or part of a performance from all debtors jointly, from several of them or from each of them separately, and satisfaction of the creditor by any of the debtors releases the others. The debtors remain joint and several until the creditor is fully satisfied.

A separate issue is the civil (property) liability of board members (Hadrowicz, 2019) in internal relations. If there was no specific contract with a member of the management board, his/her liability will be towards the association and the members of the association under the general rules set out in the Civil Code (Article 415 of the Civil Code - "whoever caused damage through his/her fault"). On the other hand, if there was a management contract, the basis for the liability of the members of the management board will be Article (art. 471 et seq. KC - "The debtor is obliged to compensate for damage resulting from non-performance or improper performance of an obligation, unless the non-performance or improper performance is a consequence of circumstances for which the debtor is not responsible").

It is also important to bear in mind criminal law liability, e.g. for abuse of powers granted or failure to fulfil a duty (Article 296 of the Criminal Code) and tax law liability, e.g. that members of governing bodies are jointly and severally liable for tax arrears with all their assets (Article 116a of the Tax Ordinance).

For these reasons, the prudence and competence of the governing body of an ordinary association and the trust that the members of the ordinary association have in the members of the governing body are of paramount importance.

3. Background research on the type and structure of governing bodies of ordinary associations in Gliwice

All the considerations so far refer to the bodies of ordinary associations, regardless of the place of their seat in Poland. As this scientific paper was written within the framework of the scientific activity of the author employed at the Silesian University of Technology, which has its seat in Gliwice, ordinary associations registered in the register of ordinary associations kept by the President of the City of Gliwice as an authority of the city with the rights of a district were selected for analytical and statistical research. The tabular study covers all registered

ordinary associations, showing the names of the ordinary associations and the established type of governing body - whether it is a representative or a board of directors. If the governing body is the board of directors, the determination additionally includes the functions that occur on the boards of the associations. The last column of the table specifies whether the ordinary association has an internal control body.

Table 1.

List of associations entered in the register of ordinary associations in the City of Gliwice specifying the name of the ordinary association, type of governing body, functions on the board of directors and internal control body

Item	Name of the ordinary association	Type of the Board entity: representative/ the Board	Board functions	Internal control body
1.	Stowarzyszenie Gier Planszowych Gambit	representative	—————	not applicable
2.	Ośrodek Studiów o Mieście Gliwice	the Board	Board of three members	not applicable
3.	Res Economica	the Board	President and Coordinator	not applicable
4.	Polskie Stowarzyszenie Inżynierów Chłodnictwa i Klimatyzacji PSICHIK	representative	—————	not applicable
5.	Stowarzyszenie "KOCHAM GLIWICE"	representative	—————	not applicable
6.	Stowarzyszenie Nowoczesne Gliwice	representative	—————	not applicable
7.	Stowarzyszenie Mieszkańców Gliwice WSPÓLNIE DLA GLIWIC	representative	—————	not applicable
8.	"Bractwo Stare Gliwice" Klub Sportowy (dissolved)	representative	—————	not applicable
9.	Stowarzyszenie "Uwolij się"	representative	—————	not applicable
10.	Brzezinka Razem	the Board	President, Vice-President, Secretary	Audit Committee: Chairman and two members
11.	Gliwicki Ruch Obrony Terytorialnej	the Board	President and two board members	not applicable
12.	Stowarzyszenie "KAROLINA"	representative	—————	not applicable
13.	"Alter Alrerum Docent"	representative	—————	not applicable
14.	Stowarzyszenie Czyste Gliwice w Likwidacji skrót nazwy Czyste Gliwice (deleted from the register)	no data available	no data available	no data available
15.	Amatorskie Stowarzyszenie Internautów	no data available	no data available	no data available
16.	Ogólnopolskie Stowarzyszenie Strzelecko Kolekcjonerskie ARTEFAKT	representative	—————	not applicable
17.	FRONT REX	representative	—————	not applicable
18.	Polski Instytut Biograficzny	representative	—————	not applicable
19.	Stowarzyszenie "Szachowa"	the Board	Board of three members	not applicable
20.	Stowarzyszenie "Do Ziemi Obiecanej" im. księdza Andrzeja Szpaka	the Board	President, two Vice-Presidents	not applicable
21.	Stop Dla Masztu Telekomunikacyjnego Przy Ul. Kurpiowskiej	representative	—————	not applicable
22.	Stowarzyszenie św. Rity - Patronki w sprawach trudnych i beznadziejnych	representative	—————	not applicable

Cont. table 1.

23.	Lambretta Club Polska w skrócie LCP	representative	—————	not applicable
24.	Instytut Świadomości Społecznej Alert	representative	—————	not applicable
25.	Stowarzyszenie Edukacji Quarta Ratio	representative	—————	not applicable
26.	Stowarzyszenie na rzecz Porozumienia "Polubić konflikt"	representative	—————	not applicable
27.	Miasto Ogród Gliwice	representative	—————	not applicable
28.	"DLA ARTYSTÓW" - under liquidation	no data available	—————	no data available
29.	Ogólnopolskie Stowarzyszenie Przeciwdziałania Niezgodnym z Prawem Praktykom Organów Administracji Publicznej	representative	—————	not applicable
30.	Stowarzyszenie Kupców Na Lipowej	the Board	president vice-president, treasurer	not applicable
31.	Rzecznik Sprawiedliwości i Dialogu	representative	—————	not applicable
32.	ANIMATORZY (dissolved)	representative	—————	not applicable
33.	Stowarzyszenie Chrześcijańskie "Samarytanin" (dissolved)	representative	—————	not applicable
34.	Uczniowie Drogi Mesjasza	the Board	Chairman (President), Vice-Chairman, Secretary, Treasurer, Deputy Treasurer, Board Member (6)	not applicable
35.	Ruch Narodowo - Radykalny	representative	—————	not applicable
36.	Stowarzyszenie na Rzecz Kultury i Tradycji im. ks. dr. Piotra Semenkenko	representative	—————	not applicable
37.	Młodzi Aktywni	the Board	Chairman, deputy chairman, member of the management board	not applicable
38.	Zdrowe Miasto	the Board	three-member board	not applicable
39.	Ogólnopolskie Stowarzyszenie Ruch Ludzi Prawa Zwierząt	representative	—————	not applicable
40.	"SEMPER FIDELIS RP"	representative	—————	not applicable
41.	Wolni Ludzie GZ	the Board	Chairman, Vice Chairman, Treasurer	not applicable
42.	Klub Motocyklowy MILITARY RIDERS CLUB POLSKA	representative	—————	not applicable
43.	Stowarzyszenie Pokochaj Fotografię	the Board	President, Vice-President	not applicable
44.	"Lex Urbi" Stowarzyszenie Poszanowania Ładu Przestrzennego w Gliwicach	the Board	President Deputy President Secretary	not applicable
45.	Spółdzielcy SM Stare Gliwice	representative	—————	not applicable
46.	Plan dla Gliwic	the Board	President, 1st Vice President, Second VicePresident, Treasurer	not applicable
47.	SLAVA Pomoc Ukrainie	the Board	three board members	not applicable
48.	Wrak-Race Silesia	representative	—————	not applicable
49.	Gliwickie Stowarzyszenie Kolekcjonerów Broni	representative	—————	not applicable
50.	Stowarzyszenie Osada Tajty	the Board	Chairman of the Management Board (1)	not applicable
51.	Plejada Syriusza	representative	—————	not applicable
52.	Przyszłość Ziemi Gliwickiej	representative	—————	not applicable

Cont. table 1.

53.	Wspólne Gliwice	the Board	President Vice President.	not applicable
54.	Gliwickie Stowarzyszenie Strzeleckie "Para Bellum"	the Board	President Vice President Treasurer	not applicable
55.	Strefa Rozwoju Relacji Społecznych	representative	—————	not applicable

Source: Own work based on data from the Register of ordinary associations, kept by the City of Gliwice, <https://bip.gliwice.eu/rejesty/rejestr/10989>, 31.08.2023.

The list of associations was arranged according to the chronology of entries in the register of ordinary associations. Under the first item, an ordinary association named Stowarzyszenie Gier Planszowych Gambit was entered on 28.07.2016. The means of action of this association aimed at realising the objectives of the association include the organisation and support of: conventions, meetings popularising board games, educational activities, social campaigns, submitting motions, opinions and initiatives to enterprises, institutions of government administration, local self-government, social and professional organisations, the judiciary in the scope of statutory activities.

The last entry in the register was made on 06.07.2023 under entry number 55 and concerned an association called Strefa Rozwoju Relacji Społecznych. Its objectives include the social development of children, young people and adults. The means of action of this association to achieve its objectives are: preparation and implementation of projects thematically related to the objectives of the association in cooperation with state and local administration, creation of preventive, educational, sports, health and tourism programmes, organisation of leisure and free time for children and young people, etc.

There are 55 such associations in the register of associations kept by the President of the City of Gliwice. 34 of them, i.e. approx. 61.8%, have a representative as a governing body, 18, i.e. approx. 32.7%, have a board of directors, in three cases (approx. 5.5%) there was no data in the register about the legal form of the governing body. The status is shown in the chart below.

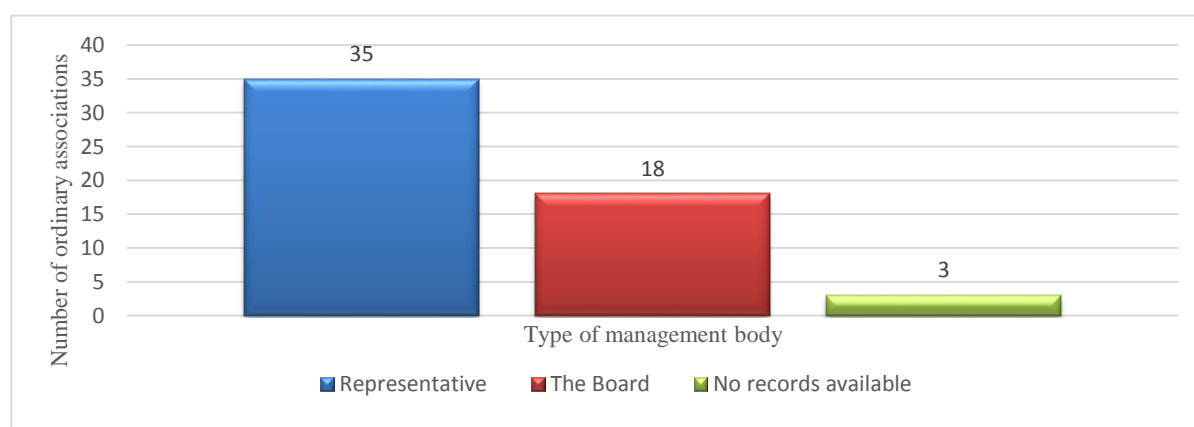


Figure 1. Number and type of governing body of ordinary associations in the City of Gliwice.

Source: Own work based on data from the Register of ordinary associations, kept by the City of Gliwice, <https://bip.gliwice.eu/rejesty/rejestr/10989>, 31.08.2023.

With regard to the composition of the board: in one case the board is one person (President), in three cases the board is two persons, in 12 cases the board is three persons, in one case four persons and in one case six persons.

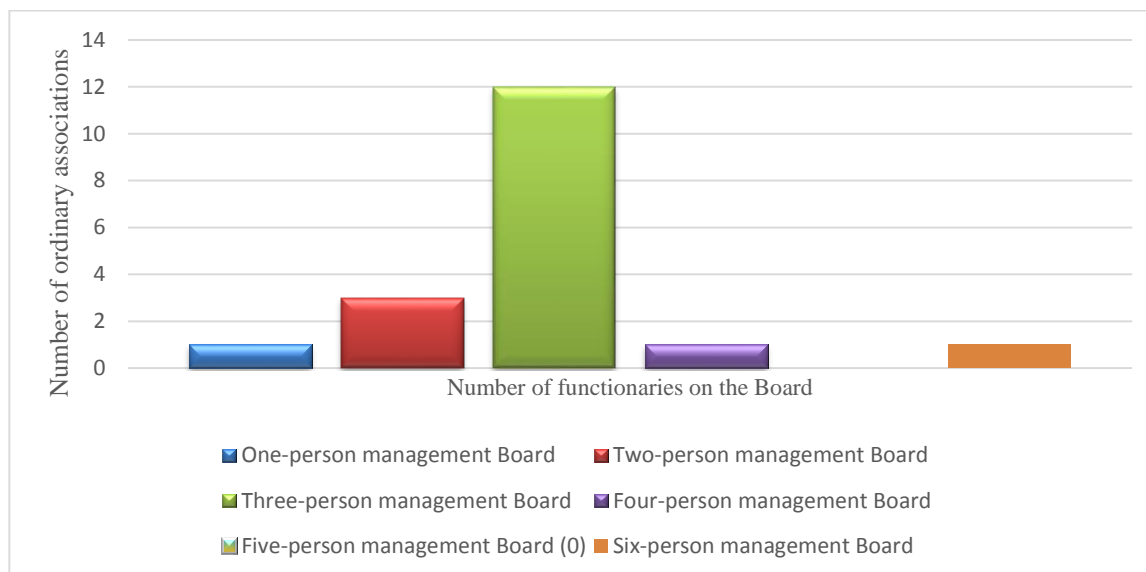


Figure 2. Number of functionaries on the board of ordinary associations in the City of Gliwice.

Source: Own work based on data from the Register of ordinary associations, kept by the City of Gliwice, <https://bip.gliwice.eu/rejesty/rejestr/10989>, 31.08.2023.

The above data shows that approximately 66.6% of the ordinary associations in Gliwice whose governing body is a board have a three-member board. Two-person boards occur in about 16.7% and one-person, four-person and six-person boards occur in about 5.5% of cases each.

4. Conclusions and recommendations

An ordinary association has no legal personality, but it has legal capacity and judicial capacity (however, only all members of the association have legal standing and therefore the capacity to sue), which means that it can be a subject of rights and obligations, it can acquire rights and incur obligations; it can sue and be sued. It is a so called "person without corporate status", just like commercial partnerships and housing communities.

The consequence of the lack of legal personality of an ordinary association is the liability of the members of this type of association for the obligations of the association. The legislator has specified that it is a joint and several liability with the other members of this association and the ordinary association with all its assets and without limitations. The liability of the members of an ordinary association thus defined should sensitise the members of this association to the problem of selecting a competent and prudent person or persons to manage the ordinary association, as their actions may have negative consequences for the personal

assets of the members of the ordinary association (the liability for the obligations of an association registered in the National Court Register is regulated differently, where the members of the association are not liable with their assets for the obligations of the association).

The empirical research carried out is the first study of the structure of the governing bodies of ordinary associations in the city of Gliwice and, in this respect, adds to our knowledge of the governance of these associations. According to a survey of the register of ordinary associations in Gliwice, in about 62% of ordinary associations a single person was trusted as the governing body - the representative - and in about 32% of cases a multi-member board was entrusted with the management. Whatever the rationale of the founding members of an ordinary association in determining the type of governing body, when forming this association they should choose a person in whom they will have at least as much confidence as in themselves, as this choice will have consequences for their personal assets.

De lege ferenda it should be postulated that the legislator should amend the Law on Associations in such a way that the liability for the obligations of an ordinary association should first be borne by both: the association and the members of the governing bodies of the association, and only if the assets of the association and the persons who are representatives or members of the governing bodies are insufficient, only then would the liability for the obligations of the ordinary association be borne by the members of the association. In the current state of the law, the liability of the members of the association arises immediately when the enforcement of the assets of the ordinary association proves to be ineffective.

Irrespective of the type of governing body, the persons elected to these bodies should have the right competence, aptitude, such that the members of the ordinary association, who are liable with their assets for the association's obligations, can trust them as themselves.

For the smooth functioning of the board of directors, the number of board members and the functions that the individual board members will perform is an important issue. The members of the association may determine these issues in the bylaws of the association at their own discretion. As a positive issue for the deformation of the association's activity, the possibility to obtain approval and proxies for actions exceeding the ordinary management and to complete the board by circulation should be considered.

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