

STATUTE OF
THE BRITISH POLISH CHAMBER OF COMMERCE
ADOPTED BY THE MEETING OF THE MEMBERS
OF THE BRITISH POLISH CHAMBER OF COMMERCE

CHAPTER I
GENERAL PROVISIONS

Art. 1

1. The founders hereby constitute an employers' union called "Brytyjsko-Polska Izba Handlowa" (hereinafter: "**the Chamber**"). The Chamber at the same time uses the name in English: the *British Polish Chamber of Commerce*.
2. The basis of the Chamber's activity is the provisions of the Act of May 23, 1991 on employers' organizations (Journal of Laws No. 55, item 235, as amended) and the provisions of this Statute.

Art. 2

The Chamber is a voluntary, self-governing organization in its statutory activities independent from government administration bodies, local self-government bodies and other organizations.

Art. 3

1. The seat of the Chamber is Warsaw.
2. The Chamber may operate in the territory of the Republic of Poland ("Poland") and outside its borders, in particular in the territory of the United Kingdom of Great Britain and Northern Ireland, including the Isle of Man and the Channel Islands (collectively "Great Britain").
3. The Chamber may create regional organizational units on the territory of Poland and abroad.
4. On the basis of a resolution of the Management Board, the Chamber may join national and international organizations

Art. 4

The Chamber is established for an indefinite period.

CHAPTER II
BASIC AIMS AND TASKS OF THE CHAMBER
AND THE WAYS AND FORMS OF THEIR IMPLEMENTATION

Art. 5

The basic task of the Chamber is the protection of rights and representation of interests, including economic interests, of members associated in the Chamber from trade unions of employees, organs of government and government administration and local self-government bodies, as well as other domestic and foreign organizations.

Art. 6

In addition, the Chamber's aims are in particular:

1. supporting the development of economic, commercial and cultural relations between Poland and the United Kingdom;
2. implementation of domestic and international initiatives of an economic and cultural nature;
3. cooperation with state and local authorities in Poland and Great Britain in the field of economic, financial and cultural undertakings;
4. cooperation with the British Embassy in Poland and the Embassy of the Republic of Poland in the United Kingdom;
5. maintaining and developing a network of contacts with organizations in the UK and with other British Chambers abroad;
6. active promotion of events in the Polish and British economies and in culture;
7. conducting research, especially on economic and trade relations and cultural relations between Great Britain and Poland;
8. organizing regular business meetings in selected cities in Poland and Great Britain;
9. support in matching business partners;
10. supporting the presence of British business entities in Poland;
11. action for the development of entrepreneurship;
12. participation in creating and promoting best practice in the market;
13. applying to the bodies having a legislative initiative with motions and opinions in the scope determined by the tasks of the Chamber.

Art. 7

The aims and tasks of the Chamber are implemented through:

1. active cooperation and maintenance of ongoing contact with state and local government authorities as well as organizations in Poland and Great Britain;
2. organizing and supporting events related to the activities of British business entities in Poland and economic relations between Great Britain and Poland, in particular in the form of conferences, seminars and workshops;
3. cooperation with employers' organizations and chambers of commerce in Great Britain;
4. participation in events promoting Polish-British economic, commercial and cultural relations;

5. conducting research and popularizing economic, legal and organizational knowledge - in particular in the field of relations between Poland and Great Britain;
6. collecting and disseminating information among members and other interested parties on the current economic and legal situation of entrepreneurs in Poland, in particular through the activity of policy groups;
7. organising meetings and seminars for members of the Chamber and other interested entities;
8. providing assistance to the Chamber's members in various forms and scope;
9. organizing logistic support in the scope of contacting Chamber`s members and other interested parties with legal, consulting, recruitment or translation services;
10. conducting business activities pursuant to art. 8 below.

Art. 8

1. The Chamber is a not-for-profit organization;
2. The Chamber may run a business and participate in business ventures solely for the implementation of its statutory objectives, in accordance with the law;
3. The property of the Chamber is made up of membership fees, donations, endowments, subscriptions, own activities and income from the property of the organization. The income from business activities conducted by the Chamber serves only the implementation of statutory objectives and cannot be allocated for distribution among members.

Art. 9

The Chamber's economic activity according to the Polish Classification of Activities (PKD) is determined in the following range:

1. PKD 58.11.Z – publishing books;
2. PKD 58.12.Z – issuing lists (e.g. address, telephone);
3. PKD 58.13.Z – publication of newspapers;
4. PKD 58.14.Z – publication of magazines and other periodicals;
5. PKD 59.11.Z – activities related to the production of films, video recordings and television programmes;
6. PKD 59.12.Z – post-production activity related to films, video recordings and television programmes;
7. PKD 59.19.Z – other publishing activities;
8. PKD 63.91.Z – the activities of information agencies;
9. PKD 63.99.Z – other information service activities;
10. PKD 63.12.Z – Internet portals activities;
11. PKD 68.20.Z – rental and management of own or leased real estate;
12. PKD 68.32.Z – property management performed on commission;
13. PKD 70.21.Z – public relations and communication;
14. PKD 70.22.Z – other consultancy in the field of running a business and management;
15. PKD 71.20.B – other technical research and analysis;
16. PKD 72.20.Z – research and development in the field of social sciences and humanities;
17. PKD 73.11.Z – activity of advertising agencies;
18. PKD 73.20.Z – market and public opinion research;

19. PKD 74.30.Z – translation activities;
20. PKD 73.12.Z – intermediation in the sale of advertising air time on radio and television;
21. PKD 74.90.Z – other professional, scientific and technical activities not else classified;
22. PKD 82.30.Z – activities related to the organization of fairs, exhibitions and congresses;
23. PKD 85.59.A – teaching of foreign languages;
24. PKD 85.59 B – other forms of out-of-school education, not classified elsewhere;
25. PKD 85.60.Z – activity supporting education;
26. PKD 94.11.Z – activities of commercial organizations and employers.

CHAPTER III MEMBERSHIP IN THE CHAMBER

Art. 10

1. Membership in the Chamber is voluntary.
2. The members of the Chamber can be employers who are: (i) natural persons running a business, (ii) legal entities, and (iii) organizational units without legal personality, interested in developing and supporting Polish-British economic, commercial and cultural relations.

Art. 11

1. In order to apply for the status of a Member of the Chamber, the candidate is obliged to submit in the Chamber (in person or by post) a completed and signed membership application form, the specimen of which is available on the Chamber's website ("Application").
2. Obtaining the status of a Member of the Chamber follows the acceptance of the Application by the Management Board. Acceptance of the Application is based on the resolution of the Management Board taken by the Management Board of the Chamber within 14 days from the day of proper submission of the Application. A resolution of the Management Board regarding the acceptance of the Application or refusal to accept the Application shall be delivered to the candidate to the mailing address provided in the Application.
3. In the event of refusal to accept an Application, the applicant may appeal to the Management Board. The letter of appeal must be submitted to the Chamber (in person or via letter or courier) within 14 days from the date of delivery of the resolution of the Management Board refusing the Application.
4. Management Board may invite the serving British Ambassador to the Republic of Poland and/or the Ambassador of Poland at the Court of St. James's to accept the non-executive position of Honorary President of the Chamber.
5. By decision of the Management Board, former Presidents of the Management Board of this Chamber or its precedent organisation may be appointed as Honorary Members.

Art. 12

1. Members of the Chamber are obliged to pay an annual membership fee, the amount, date and rules of payment are set annually on the basis of a resolution of the Management Board.
2. New members of the Chamber are obliged to pay the membership fee due for the year in which they obtained the status of a Member.

3. Payment of the membership fee shall take place on the basis of an invoice issued by the Chamber and served to the member on time and to the account indicated on the invoice.

Art. 13

1. Members of the Chamber who are not natural persons shall be represented in the Chamber in accordance with their respective representation rules.
2. Each Member of the Chamber can be represented in the Chamber by a proxy on the basis of an original or notarized copy of the power of attorney granted in a simple written form.

Art. 14

Members of the Chamber have the right to:

1. active and passive participation in elections to the Chamber's bodies;
2. use of all forms of the Chamber's activity referred to in the Statute or resolutions of its bodies;
3. submit motions regarding the Chamber;
4. receive support from the Chamber in the protection of their rights and interests;
5. benefit from the Chamber's activity on terms preferential to non-affiliated companies;
6. using the Chamber's logo on the terms set by the Management Board.

Art. 15

Members of the Chamber are obliged to:

1. take care of the good name of the Chamber;
2. participate in the work of the Chamber and support in the implementation of its statutory tasks;
3. comply with the provisions of the Statute and resolutions and decisions of competent authorities;
4. make timely payment of membership fees and remuneration for any services provided by the Chamber for their benefit.

Art. 16

1. Membership in the Chamber ceases in the following cases:
 - 1.1. death, loss of legal personality, termination, liquidation or deletion from the relevant member register;
 - 1.2. written resignation of a member;
 - 1.3. dissolution or liquidation of the Chamber;
 - 1.4. exclusion of a member from the Chamber under a resolution of the Management Board due to;

- 1.4.1. failure to pay the membership fee for a period of one year to the full amount despite an additional request granting the member a 14-day period for full payment;
 - 1.4.2. failure to meet obligations towards the Chamber, which result from the provisions of this Statute or resolutions of the Chamber bodies;
 - 1.4.3. acting generally to the detriment of the Chamber and causing damage to its reputation
 - 1.4.4. failure to comply with the provisions of the Statute or other resolutions adopted by the governing bodies of the Chamber.
2. In the cases referred to in point 1 sub-points 1.4.2.-1.4.4., a member of the Chamber may appeal against the decision of the Board to the General Meeting of Members.

CHAPTER IV BODIES OF THE CHAMBER

Art. 17

1. The bodies of the Chamber are:
 - 1.1. the General Meeting of Members
 - 1.2. the Management Board
2. Decisions of the collective bodies of the Association are made in the form of resolutions in an open vote by a simple majority of votes, unless the statute provides otherwise.
3. Members of the Chamber's bodies are not entitled to remuneration for the functions they perform.

THE GENERAL MEETING OF MEMBERS

Art. 18

1. The General Meeting of Members is the highest body of the Chamber.
2. The General Meeting of Members can be ordinary or extraordinary.
3. The General Meeting of Members can be held at the seat of the Chamber or in another city on the territory of Poland.
4. The General Meeting of Members makes decisions by way of resolutions.
5. Members of the General Meeting of Members are all members of the Chamber.

Art. 19

The competences of the General Meeting include:

1. determining the directions and programmes of the Chamber's operation;
2. adopting the Statute and enacting its amendments;
3. approval of the financial statements and other financial documents;
4. approving reports on the activities of the Management Board;

5. appointing and dismissing members of the Management Board, including the Chairman;
6. considering appeals against decisions of the Management Board;
7. dissolving the Chamber and adopting resolutions determining the purpose and division of the Chamber's assets;
8. making a decision on merging the Chamber with other organizations.

Art. 20

1. Each Member of the Chamber has one vote at the General Meeting of Members.
2. If a Member has financial obligations towards the Chamber, the right of that Member to vote at the General Meeting of Members shall be suspended until all his arrears are paid.
3. Resolutions of the General Meeting of Members are valid provided that the resolutions have been adopted in accordance with the agenda.
4. The Management Board is obliged to convene an Ordinary General Meeting of Members at least once a year within 6 (six) months from the end of the financial year.
5. The General Meetings are convened by the Management Board via e-mail with acknowledgment of receipt or registered letter with acknowledgment of receipt, or in any other effective manner, at least 14 days before the date of commencement of the meeting.
6. In the notification, the Management Board shall notify of the date, place and agenda of the General Meeting.
7. The General Meeting may adopt resolutions regardless of the number of members represented at it.
8. Resolutions of the General Meeting shall be adopted by a simple majority of votes of the Members represented therein, unless otherwise provided in this Statute.
9. Adoption of a resolution in the following matters:
 - 9.1. regarding amendments to the Statute,
 - 9.2. the dissolution of the Chamber;requires a minimum of 75% of the votes of the members present at the General Meeting.
10. The General Meeting is chaired by the Chairman or in his or her absence the Secretary.
11. The Minutes Secretary of the Meeting is elected from among those present at the Meeting.
12. Each Member of the Chamber can be represented by a proxy on the basis of a written power of attorney granted by the relevant representation rules. The Proxy cannot run for elections to the Chamber's bodies.
13. The General Meeting may adopt resolutions in writing without holding a meeting, if all Chamber Members have agreed to a written vote or to the content of the adopted resolution.

THE MANAGEMENT BOARD

Art. 21

1. The Management Board represents the Chamber and conducts its affairs. The Chamber may be represented by the Chairman of the Management Board acting alone or two members of the Management Board acting jointly.

2. The powers of the Management Board shall include all issues that are not reserved to the exclusive competence of the General Meeting of the Members, in particular:
 - 2.1. running the Chamber's activity in accordance with the Statute and resolutions of the General Meeting of Members;
 - 2.2. considering applications for the admission of new Members;
 - 2.3. making decisions on the exclusion of Members in accordance with art. 16 , point 1, sub-point 1.4;
 - 2.4. convening the General Meeting;
 - 2.5. managing the property and funds of the Chamber;
 - 2.6. decisions on incurring credits and loans;
 - 2.7. preparing the budget and presenting the financial statements to the General Meeting of Members;
 - 2.8. determining the amount, date and rules for the payment of membership fees;
 - 2.9. adopting resolutions and decisions regarding the functioning of the Chamber;
 - 2.10. preparing motions regarding amendments to the Statute
 - 2.11. appointing a Chief Executive Officer responsible for the day-to-day operational management of the Chamber
3. The Management Board shall consist of between five (5)and 12 members elected from among: (i) members of the Chamber, (ii) members of boards of companies that are members of the Chamber or (iii) members of the Founding Committee of the Chamber.
4. The Management Board shall elect from its members a Chairman and a Secretary. In addition it may also elect a Treasurer and two Vice-Chairman.
5. The term of office of a member of the Management Board lasts three years. Each member of the Management Board may be elected for more than one term.
6. The first meeting of the Management Board takes place without the necessity to convene it, on the day of the election of the Management Board by the General Meeting.
7. The Management Board shall meet as necessary, but no less frequently than eight times per year.
8. Resolutions of the Management Board are passed at the meeting and are valid if all members of the Management Board were properly notified about the meeting.
9. Each Member of the Management Board has one vote. Resolutions are passed by simple majority, in the case of a tied vote, the Chairman has the deciding vote.
10. Matters not included in the agenda can be included in the meeting by unanimous decision of the Management Board Members.
11. Resolutions of the Management Board included in the meeting minutes are approved by the members of the Management Board present at the meeting.
12. Resolutions may be adopted in a secret ballot on the proposal of more than one member of the Management Board.
13. Resolutions may also be adopted in writing or using means of direct remote communication without calling a meeting of the Management Board.
14. A member of the Chamber ceases to be a member of the Management Board in the following cases:
 - 14.1. at the end of the term of office of a member of the Management Board on the day of the General Meeting approving the financial statements for the last full financial year covered.
 - 14.2. loss of membership in the Chamber, if they are a member of the Chamber;
 - 14.3. resignation submitted to the Management Board of the Chamber in writing;

- 14.4. dismissal by the General Meeting of Members;
- 14.5. death.

In cases where a member of the Chamber's Board who has been elected to it by virtue of being a management board member of a member company loses that status (i.e. of a board member of a member company), it may constitute a reason for his or her removal from the Chamber's Board.

15. The Management Board may co-opt Members to fill vacancies on the Management Board
16. In the event of circumstances referred to in point 14 in relation to all members of the Management Board, the General Meeting shall be convened by three members of the Chamber.

CHAPTER V FINANCING RULES

Art. 22

1. The amount, dates and rules for the payment of membership fees are determined annually by the Management Board by way of a resolution.
2. Information on the current amount of membership fee shall be published immediately on the official website of the Chamber after the resolution has been adopted by the Management Board.
3. A member of the Chamber cannot plead ignorance of the current amount, date and rules for the payment of the membership fee, if the information about it has been published in the manner specified in point 2 above.
4. The financial year runs from January 1 to December 31. The Management Board may appoint one of its members to act as a Treasurer.

Art. 23

The sources of financing the Chamber's activities are:

1. membership fees of Members of the Chamber;
2. subsidies, donations, subscriptions and endowments;
3. income from economic activity and from the property of the Chamber.

CHAPTER VI REGIONAL ORGANIZATIONAL UNITS

Art. 24

1. The Chamber may create local organizational units under the rules set out in this Statute or in other applicable legal acts of the Chamber.

2. Regional organizational units are created by virtue of a resolution adopted by the Management Board.
3. The resolution of the Management Board regarding the creation of a local organizational unit includes:
 - 3.1. determination of the range (area) and principles of the unit's operation;
 - 3.2. appointing the Director of the unit and defining their duties, powers and responsibilities;
 - 3.3. other issues concerning the operations of the unit.

CHAPTER VII THE DISSOLUTION OF THE CHAMBER

Art. 25

1. The dissolution of the Chamber requires a resolution of the General Meeting of Members, adopted by a majority of 2/3 (two-thirds) of votes in the presence of at least half of the Chamber Members who have the right to vote.
2. The General Meeting of Members shall adopt a resolution on the allocation of the property of the Chamber.
3. Members of the Chamber have no right to assets remaining after the liquidation of the Chamber.