

## **STATUTES OF THE POLISH-PORTUGUESE CHAMBER OF COMMERCE**

### **Chapter I GENERAL PROVISIONS**

#### **§1**

1. The Polish-Portuguese Chamber of Commerce hereinafter referred to as the Chamber, is an economic self-governing organization representing the economic interests of its members in the scope of their business operations.
2. The name of the Chamber shall read in Polish: Polsko-Portugalska Izba Gospodarcza and in Portuguese: Câmara de Comércio Polónia-Portugal.
3. The Chamber acts pursuant to the Act on Chambers of Commerce of 30 May 1989 (Journal of Laws no. 35 item 195 as amended) and the present Statutes.

#### **§2**

1. The Chamber's registered office is in the city of Warsaw.
2. The Chamber operates within the territory of the Republic of Poland and abroad.
3. Within the limits of its territorial competences the Chamber may establish representative offices and branches and become a member or founder of domestic and foreign organizations.

#### **§3**

The Chamber acquires legal personality upon the date of its entry in the Polish Court Register.

#### **§4**

The Chamber uses a seal with the following inscription:

- in Polish: POLSKA-PORTUGALSKO IZBA GOSPODARCZA
- in English: POLISH-PORTUGUESE CHAMBER OF COMMERCE
- in Portuguese: CÂMARA DE COMÉRCIO POLÓNIA-PORTUGAL

#### **§5**

The Chamber has no superior authorities and its operations shall not breach the autonomy of its members or interfere in their internal affairs.

## Chapter II

### PURPOSE AND FIELD OF ACTIVITY OF THE CHAMBER

#### §6

I. The Chamber shall have the following mission:

1. promote economic and business relations between the Republic of Poland and the Republic of Portugal.
2. protect and represent the interests of its members related to their business operations, including but not limited to relations with state and self-governing authorities as well as domestic and foreign organisations, to support their business initiatives and provide the information needed for business operations,
3. perform any other duties of chambers of commerce pursuant to the regulations of law.

#### § 7

I. The Chamber performs its statutory obligations by:

1. co-operating with state and self-governing administrative authorities, and other domestic and foreign organizations as well as Portuguese diplomatic and commercial agencies in Poland,
2. putting forward Chamber members' opinions on the enactment and amendment of regulations on economic policy,
3. delegating representatives to advisory authorities of self-governing authorities and the state administration,
4. establishing and developing economic cooperation with domestic and foreign business entities, scientific units, self-governing organizations and others,
5. collecting, analysing and distributing information supporting the business operations of its members,
6. offering support for its members' business initiatives,
7. organising amicable settlement, undertaking mediation and participation, based on separately defined principles, in court proceedings relating to the members' business operations,
8. setting up problem-solving teams, committees, teams of experts and other collective authorities,
9. organising and co-organising fairs and exhibitions in Poland and abroad as well as other promotional events.
10. promoting and supporting cultural activity in Poland and Portugal,
11. supporting and developing students exchange between Poland and Portugal,
12. promoting and coordinating internships for Polish and Portuguese students,
13. supporting and organising charity activity,
14. supporting and promoting technical research.

II. The Chamber may establish permanent and non-permanent sections to advance

and promote the respective national cultures and related activities in line with and in support

of the Chamber's statutory purposes. Moreover, the Management Board may establish other advisory authorities in support of the Chamber's statutory purposes.

### **Chapter III**

## **MEMBERS OF THE CHAMBER, THEIR RIGHTS AND DUTIES**

### **§ 8**

1. Membership in the Chamber may be granted to any Polish or Portuguese entity which has its registered seat or place of residence in Portugal or Poland, and which is a legal or natural person conducting economic activity.
2. Legal persons shall have their respective proxies in the Chamber for exercising their statutory rights.
3. Natural persons shall perform their rights and obligations in person or by proxy - provided they are persons having full legal capacity.
4. Members of the Chamber or their proxies may represent other members in the Chamber's work based on appropriate powers of attorney indicating the scope of their representations.
5. Founders of the Chamber become members upon the Chamber's entry to the register.
6. New members shall be accepted to the Chamber based on a resolution of the Management Board. Requests for membership, including membership category, should be submitted to the Management Board care of the Chamber Secretary's Office. Such requests will be examined at the next Management Board meeting.
7. If a person applying for membership fails to fulfil the statutory requirements, the Management Board of the Chamber will refuse to grant membership and will notify such persons in writing of their right to appeal to the General Meeting within 30 days of delivery of the Management Board resolution. Any appeals filed will be examined by the General Meeting at its next meeting and its decision is final. If the appeal is allowed, the date the resolution is issued by the General Meetings is deemed the date membership in the Chamber is granted.
8. The Chamber's Management Board may also grant honorary membership to natural persons who have made a significant contribution to the Chamber's operations. Honorary membership is granted by way of a Management Board resolution.

### **§9**

- I. All Members of the Chamber have the right to:
  1. elect and be elected to the bodies of the Chamber,
  2. use the services of the Chamber and participate in any of its operations,
  3. submit motions pertaining to the Chamber's operations,
  4. participate in General Meetings of Members and in meetings of other Chamber authorities during which any issues directly related to them are to be examined,
- II. Members of the Chamber are obliged to:
  1. base their operations on principles of professional ethics and standards of fair conduct,
  2. observe the provisions of the Chamber's Statutes and the regulations and resolutions

of its authorities,

3. participate in the performance of the Chamber's statutory objectives
4. regularly pay membership fees,
5. participate in the Chamber's work and take care to preserve its good reputation.

III. Honorary members exercise the rights of members, except for active and passive electoral rights pertaining to the Chamber's authorities, and observe the obligations of the same, except the obligation to pay membership fees.

## **§10**

1. The membership fee is set once a year in advance by the General Meeting. The General Meeting may set a different fee for the different membership categories.
2. The membership fee is payable in one instalment by the end of the first quarter of the year for which the fee is set or within two months of the date of receipt of a decision on granting membership.

## **§11**

I. Membership in the Chamber expires:

1. as a result of withdrawal - on the date indicated by the member in his/her written declaration on withdrawing from the Chamber addressed to the Management Board,
2. as a result of deletion from the list of members due to death or loss of statutory conditions of membership, in particular, due to liquidation or cessation of business operations,
3. as a result of exclusion from the Chamber due to such member's non-observance of the provisions of the Statutes, including failure to pay membership fees within the periods specified in § 10 point 2 or conducting business operations to the detriment of the Chamber's good reputation.

II. Members are either deleted or excluded by way of a resolution of the Management Board. In order to be valid, such a resolution requires the presence of  $\frac{3}{4}$  (three quarters) Management Board members. At the end of explanatory proceedings and on issuance of the appropriate resolution the Management Board may suspend the member's membership rights.

III. Deleted or excluded members have the right to appeal to the General Meeting within 30 days of delivery of the Management Board resolution.

## **Chapter IV**

### **GOVERNING BODIES OF THE CHAMBER GENERAL PROVISIONS**

## **§12**

I. The authorities of the Chamber are:

1. General Meeting,
2. Management Board.

## **GENERAL MEETING**

### **§13**

1. The General Meeting shall be the Chamber's supreme authority.
2. Annual and Extraordinary General Meetings may be convened.

### **§14**

1. Annual General Meetings are convened by the Management Board once a year by the end of June.
2. The Management Board informs all members of the date, place and agenda of the meeting through notifications sent by registered mail at least 30 days prior to the date of the General Meeting. These notifications should be furnished with documents which in accordance with the agenda are to constitute the subject of the meeting, and in particular with the Chamber's balance sheet for the previous year audited by a certified auditor, a framework operating program and budget of the Chamber for the year and declarations made by the Management Board members on whether they intend to stand for re-election to that authority for a subsequent term.

### **§15**

1. Extraordinary General Meetings are convened by the Management Board on its own initiative or upon the request of at least 1/3 of members. Persons applying for an Extraordinary General Meeting to be convened should indicate the matters that are to constitute the subject of the Meeting. The provisions of § 14 points 2 shall apply accordingly.
2. Extraordinary General Meetings shall take place within 6 weeks of the date on which a request is submitted for such Meeting to be convened.

### **§16**

Competences of the General Meeting include:

1. approving the agenda and adopting by-laws for the General Meeting,
2. adopting the Chamber's operation programs,
3. electing and dismissing members of the Management Board and approving its by-laws; electing four deputy members
4. examining reports on the Management Board's activities, adopting resolutions in cases submitted by the Management Board,
5. approving the Chamber's balance sheet,
6. appointing a certified auditor,
7. making decisions on whether Management Board members have properly discharged their duties,
8. examining appeals against Management Board decisions on deletion from the list

- of members and refusal to grant membership,
9. suspending the rights of members of the Management Board,
  10. adopting the Statutes and any amendments thereto, the Chamber's organisational structure and other by-laws determining the Chamber's operations, and making any amendments thereto,
  11. adopting, upon the request of the Management Board, the Chamber's budget for the calendar year,
  12. passing resolutions on dissolution of the Chamber and election of a Liquidation Committee,
  13. passing resolutions on the appropriation and distribution of the Chamber's assets in the event of its dissolution,
  14. adopting resolutions on the methods that shall be applied to cover any shortfall between the Chamber's operating expenses and its income,
  15. adopting resolutions on the conduct of the Chamber's business activities,
  16. determining the number of membership fees,
  17. passing resolutions in any other cases falling within the competences of the General Meeting in accordance with these Statutes.

### **§17**

1. Annual and Extraordinary General Meetings are authorized to adopt resolutions only on matters listed in the agenda with at least half of the Chamber's members present.
2. In the case of lack of the quorum indicated in section 1, the General Meeting will be held on another date given in the notification in accordance with § 14 point 2. Such Meeting will be authorised to adopt resolutions regardless of the number of Chamber members or their proxies attending the same.
3. Resolutions on matters not listed in the agenda may only be adopted if all members of the Chamber or their proxies participate in the General Meeting and they unanimously agree to such changes in the agenda.

## **MANAGEMENT BOARD**

### **§18**

The Management Board shall be the Chamber's executive body directing its day-to-day operations.

### **§19**

1. The Management Board is composed of twelve members: the Chairman of the Management Board, four Vice-Chairmen and eight members. The General Meeting may resolve on a lower number of Board members, though not fewer than 3.
2. In the event of the Chairman of the Management Board losing his/her mandate to hold office within the term for the reasons referred to in § 19 point 6, his/her function will be taken over by the Vice-Chairman of the Management Board who obtained the highest number of votes

during the elections to the Management Board at the last Annual General Meeting. In this case, the provisions of §19 point 7 shall apply accordingly.

3. Unless these Statutes stipulate otherwise, Management Board resolutions are adopted in an open vote by a simple majority of votes of those present at the meeting.
4. Elections to the Management Board are performed in a secret ballot. The position is taken by the candidate who gains the highest number of votes.
5. The Management Board's term of office is two years and expires on the opening of the Annual General Meeting.
6. If the mandate of a Management Board member expires as a result of his/her death, withdrawal, termination of membership in the Chamber, expiration of his/her right to represent the member, dismissal by the General Meeting or for any other reasons, his/her place shall be taken by a deputy member. If, for the foregoing reasons, the mandate of more than four Management Board members expires, the remaining members of the Management Board will convene an Extraordinary General Meeting in order to conduct supplementary elections. If all the mandates of all the members of the Management Board expire, the right to convene the Extraordinary General Meeting is vested in any of the Chamber's members through the Chamber Secretary's Office. In this case, the provisions of § 14 point 2 shall apply accordingly.
7. Persons elected to the Chamber's authorities as specified in point 5 shall hold their offices until the next Annual General Meeting, unless as a result of elections they are appointed for a subsequent term.

## **§20**

1. The Management Board meets at least once a quarter. Meetings may also be convened if required by the Chamber.
2. Management Board meetings are convened and chaired by the Chairman.
3. To be valid, Management Board resolutions require a simple majority of votes cast in the presence of at least two of its members. In the event of a voting deadlock, the Chairman has the casting vote and if the Chairman of the Management Board is not present, the Management Board member chairing the meeting has the said casting vote.
4. Management Board work procedure is defined in a by-law adopted by the General Meeting.
5. Deputy members may participate in meetings in the absence of Management Board members or when invited. Management Board meetings may also be attended by invited outside persons, provided that they do not have any voting rights.
6. The Management Board is obliged to notify the Chamber's member of the date of the meeting at which his/her case is to be examined.

## **§21**

The Management Board shall have the following competences:

1. performing resolutions of the General Meeting,
2. granting membership, deleting from the list and excluding members from the Chamber,

3. managing the Chamber's day-to-day operations,
4. representing the Chamber in external relations,
5. appointing and dismissing the Chamber's Secretary; supervision of the operations of the Secretary's Office is exercised by the Chairman of the Management Board
6. examining appeals and requests related to the Chamber's operations.
7. adopting resolutions on appointments, suspension of operations and dissolution of representative offices and branches of the Chamber and supervision of their operations as well as resolutions on establishing or acceding to the organisations referred to in § 2 point 3 of these Statutes,
8. defining the Chamber's financing principles, establishing earmarked funds and their by-laws,
9. preparing drafts of the Chamber's budgets, submitting them to the General Meeting and introducing changes to the budget during the year, if the Chamber's needs so require,
10. adopting resolutions on all matters not reserved for the competences of the General Meeting.

## **CONTROL OF THE CHAMBER'S FINANCIAL ACTIVITIES**

### **§22**

The Chamber's financial activities are controlled by a certified auditor appointed by the General Meeting.

## **Chapter V** **SECRETARY'S OFFICE**

### **§ 23**

1. Administration services related to performance of the Chamber's statutory tasks are provided by the Secretary's Office.
2. The work of the Secretary's Office is directed by the Secretary, who is employed by the Chamber. The Secretary may not be a member of the Chamber or a proxy.
3. The Secretary is directly subordinate to the Chairman of the Management Board. The labour relationship with the Secretary is entered into by a proxy appointed by the Management Board.

### **§ 24**

The Secretary's Office arranges technical service for meetings of all the Chamber's statutory authorities.

## **Chapter VI** **ASSETS OF THE CHAMBER**

### **§25**

- I. The assets of the Chamber include movables, real estate, property rights and receipts from the Chamber's income.



II. The Chamber's income includes:

1. receipts from membership fees,
2. receipts from its own business operations,
3. income from the Chamber's assets,
4. subsidies, donations, inheritance and legacies from persons
5. or institutions.

III. The Chamber may create the following funds:

1. statutory fund,
2. plant employee's funds,
3. other earmarked funds established under provisions on financial management and resolutions
4. of the Chamber's authorities.

IV. The Chamber's operating expenses are covered from its income listed in point 2.

V. Income from the Chamber's business operations is intended for the performance of statutory goals and may not be appropriated for distribution among its members.

## **Chapter VII** REPRESENTATION

### **§26**

I. The following persons are authorised to submit declarations and sign on behalf of the Chamber, including to the extent of its economic rights and obligations:

1. two members of the Management Board acting jointly
2. proxies acting within the limits of their powers appointed by the persons referred to in letter an above.

## **Chapter VIII** AMENDMENTS TO THE STATUTES, DISSOLUTION AND LIQUIDATION OF THE CHAMBER

### **§27**

1. The Statutes may be amended and the Chamber may be dissolved only by way of a resolution of the General Meeting adopted by a simple majority of 2/3 of votes of those present at the Meeting, provided that the quorum in such cases is at least a half of the Chamber's composition. The provisions of § 17 point 2 shall apply accordingly.
2. The General Meeting will appoint a Liquidation Committee to conduct liquidation proceedings. Members of the Management Board may participate in the Committee.
3. The Liquidation Committee will settle the Chamber's receivables and liabilities in accordance with a resolution of the General Meeting.
4. Any assets remaining after the liquidation of the Chamber will be appropriated by way of a resolution of the General Meeting.
5. After completion of activities connected with liquidation of the Chamber, the Liquidation Committee will submit a request to the Court for the Chamber to be deleted from the register.

**Chapter IX**  
FINAL PROVISIONS

**§28**

To all matters not regulated in these Statutes, the appropriate provisions of the Act on Chambers of Commerce of 30th May 1989 and any other effective provisions of the law shall apply accordingly.