

# **STATUTE OF POLISH CHAMBER OF COMMERCE FOR AGRICULTURALMACHINES AND FACILITIES**

## **I. General provisions**

### **§1**

1. Business enterprises, which made this Statute, called hereinafter "The Founders", are associating in a trade chamber, as it is understood in the Act on trade chambers of 30 May 1989 (Journal of Books. No 35, pos. 195, with subsequent amendments), called hereinafter "The Act".
2. The name of the trade chamber is "Polish Chamber of Commerce for Agricultural Machines and Facilities", called further "The Chamber".
3. The Chamber's offices are located in Toruń.
4. The area of The Chamber's activity is the territory of the Polish Republic.
5. In the area of its activity The Chamber can create divisions, branches, representatives and other subsidiary organisations.
6. The Chamber uses seals, graphic designs, banners and other Chamber symbols of this kind, which were approved by its organs.

### **§2**

1. The Chamber is apolitical, independent, self-financing organisation of trade self-government of business character (trade).
2. As a trade lobby of suppliers of farming machines and devices, The Chamber represents the business interests of the members associated in it, covering the scope of their business and trade activities, before national and local government regulative and administrative agencies, before trade, social and political organisations and institutions, as well as before any other third parties.
3. The Chamber operates according to law order valid in the Polish Republic, particularly to provisions of The Act listed in § 1 sect. 1 of this Statute.
4. The Chamber can voluntarily join The National Trade Chamber, as well as join any other local government, trade or business organisations, associations, societies and any other national, foreign or international organisations, provided the activities of those bodies and their statutes are concordant with the law valid in the Polish Republic and with international agreements ratified by Poland and which at the same time are not contrary to this Statute.
5. The Chamber can begin cooperation with organisations of any kind that operate according to the law, particularly with other organisations of the trade, business or local government character.

### **§3**

1. The Chamber is registered by entering into the trade chambers register of the District Court (trade court).
2. On entering into the trade chambers register The Chamber obtains a legal personality and begins its activities.
3. Until entering into the register The Chamber is represented by representatives authorised by a written Act of The Founders.

## **II. The Chamber's tasks and forms of their execution**

### **§4**

1. The most important task of The Chamber is to represent and to protect group and individual interests of the business enterprises associated in it.
2. The main rule underlying activities of The Chamber and all of its organs is the primacy of the interests of all associated members (common interests of this line of business) over the interest of its individual members.

### **§5**

1. The main tasks of The Chamber are as follows:
  - a) development of cooperation between the members of The Chamber and their cooperation with other enterprises in the same line of business;
  - b) forming cooperation of the members with institutions, organisations and enterprises in other sectors of the market;
  - c) helping to realise common initiatives and business undertakings of The Chamber members;
  - d) promoting modern ways of agricultural production;
  - e) development of a funding system for agricultural sector;
  - f) liberalisation of the trade with the countries abroad;
  - g) constant analysis of law changes concerning the business activities of The Chamber's members;
  - h) technical, economic, financial and legal counselling on trade issues;
  - i) development of professional education of the members;
  - j) supporting the development of free-market trade in Poland,
  - k) Statistics of sales of agricultural machinery and equipment in the country
  - l) promotion of knowledge and modern approach in agriculture,
  - m) cooperation with schools and academies, particularly agricultural ones, concerning performance of tasks assigned to those schools and academies, and of the Chamber statutory objectives,
  - n) organising and supporting vocational education through courses and other forms of professional development, including centres for practical trainings and centres for professional education and development,
  - o) organising and supporting agriculture-related competitions, contests and olympiads,
  - p) organising congresses, symposia and similar meetings.”
2. The Chamber can execute its tasks particularly through:
  - a) initiating meetings and other forms of contacts, aiming at integration of the trade circles;

- b) development and implementation of ways to exchange information and professional experience between The Chamber's members, as well as with other enterprises in the same line of business;
- c) negotiating favourable conditions for cooperation of the members with other enterprises, particularly with financial institutions, organisers of fairs, media, forwarding agents, insurance companies, customs and advertising agencies;
- d) organising joint promotion and advertising actions, fairs and presentations of farming machines and devices;
- e) cooperation with the academic circles, scientific and research institutions, agricultural counselling centres, scientific and technical organisations and any other institutions promoting modern ways of breeding and cultivation;
- f) job-printing, publication of periodic or permanent publications promoting modern farming machines and devices; for the same reason The Chamber can organise lectures, conferences, seminars, presentations of farming equipment as well as professional trainings and other forms of training agricultural producers;
- g) maintaining constant contact with the local government, professional and business organisations of farmers;
- h) initiating and support of all forms of financing agricultural producers;
- i) undertaking actions aiming at the decrease of custom duties and simplifying procedures of goods trade with the foreign countries;
- j) promotion of liberalisation of rules for attestation, certification, homologation and any other forms of admitting foreign farming machines and devices for sale in Poland, as well as representing and support of The Chamber's members in these actions;
- k) applying to regulatory and administrative government agencies for information on planned regulations concerning the agricultural sector, as well as submitting stipulations and proposals in that field;
- l) designating The Chamber's members to participate in legislative processes concerning business matters and counselling and reviewing drafts of legal acts concerning the line of business;
- m) maintaining stable contacts with organisations and institutions that influence tax and agricultural policies of the state;
- n) preparing and distributing to the members legal, financial and economic analyses/opinions concerning tax and import problems as well as sale of farming machines and devices;
- o) delivering to the members results of market analyses on the agricultural sector ordered by The Chamber;
- p) organising all forms of professional training for the members;
- r) active participation in the supra-trade local government, professional and business organisations;
- s) forming the Arbitrating Court for settling disputes;
- t) undertaking all kind of allowed by law actions to protect business and professional interests of the members.

3. The Chamber runs business activities, which are as follows:

- a) activities of professional organisations;
- b) activities concerning organising of fairs and exhibitions;
- c) non-school forms of education, not classified anywhere else;
- d) advertising;
- e) publishing of magazines and periodical publications;
- f) other publishing activities;
- g) other financial brokerage; not classified anywhere else;

- h) market and public opinion analyses;
- i) technical research and analyses;
- j) research and development works in forestry, agricultural and veterinary sciences;
- k) supporting financial activities, not classified anywhere else
- l) Rental of other land transportation means
- m) Rental of other machinery and equipment
- n) Consultancy on running economic activity and business management
- o) rental and hiring of agricultural machines and appliances,
- p) activities related to job search and employees recruitment,
- r) other activities supporting running of business activities, otherwise unclassified,
- s) activities of other member organisations, otherwise unclassified,
- t) other services, otherwise unclassified”

4. The materials and information forming the base for statistical elaborations and analyses prepared by The Chamber are strictly confidential. The statistical information can only be made public in an aggregated form. The Board of the Chamber prepares the regulations concerning the principles of collecting and storing of materials and other data, access of persons, the manner of aggregation and providing the access to the aggregated information.

### **III. Membership of The Chamber**

#### **§6**

1. A Member of the Chamber may become any entrepreneur, except private individuals carrying economic activity as an extra source of income.
2. The Founders, which are mentioned in § 1 sect. 1 of this Statute, become the members of The Chamber on entering The Chamber into the relevant trade chambers register.
3. The enterprises other than The Founders become members of The Chamber when an act on admitting them amongst the members of The Chamber is passed by The Council of The Chamber, provided an entry fee is paid in amount and to the date determined in that act.

#### **§7**

1. The members of The Chamber are either full or extraordinary members.
2. An Full Member of the Chamber may become only an entrepreneur:
  - 1) Whose main subject of activity is production or distribution of agricultural machines or equipment,
  - 2) Being an Extraordinary Member of the Chamber for a period not shorter than three years.
3. The Chamber keeps an updated register of the full and extraordinary members.

#### **§ 8**

1. An entrepreneur, meeting the criteria defined in § 6 item 1, in order to be obtain the Membership of the Chamber has to submit a membership declaration of joining of the Chamber.
2. In the membership declaration of joining of the Chamber a candidate is obliged to indicate in particular: detailed information regarding his economic activities including: a full name, legal status, contact data, a registration office and a number of the company, own capital, subject of activities,

value of the turnover obtained in the year preceding the submission of a membership declaration, names of the persons authorized for the representation of the company.

#### **§ 9**

An Extraordinary Member intending to change the type of his Membership for the Full Membership is obliged to submit a membership declaration, specified in § 8 item 2, and, moreover, prove the fulfilment of the criteria defined in § 7 item 2.

#### **§ 10**

1. The decision on an acceptance or a refusal of an acceptance of the candidate to the position of the Member of the Chamber, as well as the change of the membership or a refusal of the acceptance of the change of the membership from Extraordinary to Full, is made by the Council of the Chamber.

2. Before making the decision about the acceptance of a candidate to the position of the Member of the Chamber, the Council has the right to ask a candidate for credentials from a Member or Members of the Chamber.

#### **§ 11**

1. The decision of the Council about the acceptance of a candidate to the position of the Member of the Chamber, and about the change of the type of his Membership from Extraordinary to Full has to contain the information specifying the amount and date of payment of an entry fee specified in § 25 item 2.

2. If an Extraordinary Member does not pay an entry fee for the change the type of his Membership within the period indicated by the Council, the resolution of the Council granting the acceptance for the change of the type of its Membership becomes invalid.

3. If a candidate for an Extraordinary Member pays an entry fee after the date indicated by the Council, the Council has the right to, at its soonest meeting after such payment, to make a resolution on cancelation of the decision the acceptance of the candidate to the position of the Member of the Chamber. In such a case the payment made is subject to a return within 30 days since the date of the resolution of the Council.

#### **§ 12**

1. In case an Full Member ceases to fulfil the conditions specified in § 7 item 2 p 1, it becomes an Extraordinary Member, which fact shall be confirmed with a resolution of the Council.

2. In case, an Full Member:

- 1) is in delay with his payments for the Chamber,
- 2) acts contrary to the interests of the Chamber,
- 3) does not observe the regulations of the Code of Ethics,
- 4) does not participate in the proceedings of the Council of the Chamber, the Council of the Chamber has the right to make the decision to change the type of Membership of such a Member from Full to Extraordinary.

3. In case of any litigation between the Chamber and its Full Member, which is being resolved by any legal arbitration entity, concluded with a sentence in favour of the Chamber, Full Member loses the position of an Full Member of the Chamber and becomes its Extraordinary Member at the moment of validation of such sentence of such legal arbitration entity.

### **§13**

1. The membership of The Chamber terminates on:
  - 1) the Chamber being struck off the trade chambers register;
  - 2) death of the member - physical person, running a one-person enterprise based on the entry into the register of trade enterprises or that enterprise being struck off the register;
  - 3) liquidation of the member - legal person or any other organisation unit without a legal personality;
  - 4) submitting by the member a written statement on leaving The Chamber;
  - 5) making by The Council of The Chamber a decision on excluding the member from The Chamber.
  
2. The decision of The Council of The Chamber on excluding the member from The Chamber should include reasons and should be sent to the excluded member.
  
3. The Council of The Chamber can make a decision on excluding the member from The Chamber exclusively when one or more of the following applies:
  - 1) the member acts to the damage of The Chamber or its members;
  - 2) the member breached the provisions of the Statute of The Chamber;
  - 3) the member did not carry out an act of The General Meeting of the Members of The Chamber, did act contradictory to such an act or undertook activities that render impossible or difficult to carry out such an act;
  - 4) the member is behind with fees for at least two months;
  - 5) the member did not pay on time a special fee, which he himself undertook voluntarily to pay.
  - 6) the Chamber Arbitration Court put forward a motion for exclusion.

## **IV. Rights and duties of the member of The Chamber**

### **§14**

1. The rights of the member of The Chamber are as follows:
  - 1) the active and passive right to vote for the organs of The Chamber;
  - 2) the right to place issues on the agenda for proceedings of The General Meeting of The Members of The Chamber;
  - 3) the right to vote on issues included in the agenda for proceedings of The General Meeting of The Members of The Chamber;
  - 4) the right to express oneself freely on any issues concerning The Chamber;
  - 5) submitting to the organs of The Chamber proposals for particular actions of The Chamber;
  - 6) using, equally with other members, any edifices, devices, benefits, counselling and help of The Chamber.
  
2. In case of the member which is a legal person or any other organisation unit without a legal personality, the passive right to vote of the member consist of the right to designate a particular physical person, who as the member's candidate runs for a position in a given organ of The Chamber.

### **§15**

1. The duties of the member of The Chamber are as follows:
  - 1) adhering to the provisions of this Statute and of The Act and - with restriction to § 16 sect. 2 - to any decisions of The Chamber's organs;
  - 2) active participation in statutory activities of The Chamber;
  - 3) paying on time membership fees set by The General Meeting of The Members of The Chamber,

- 4) The observation of the principles of The Ethic Code of the Members of The Polish Chamber of Commerce for Agricultural Machines and Facilities.
2. The Ethic Code of the Members of The Polish Chamber of Commerce for Agricultural Machines and Facilities is accepted by The Council of The Chamber.
3. The Chamber Arbitration Court is an appropriate legal body to consider the cases of the members of The Chamber for the violation of the principles of The Ethic Code. The appeals against the decisions of The Chamber Arbitration Court are considered by The Council of The Chamber, the decisions of which are final.
4. The structure of The Chamber Arbitration Court, procedures, list of potential punishments and the principles of their application are defined in The Regulations on Proceedings at the Chamber Arbitration Court of The Polish Chamber of Commerce for Agricultural Machines and Facilities resolved by The Council of The Chamber.

#### **§16**

1. With restriction to the provisions of the § 6 sect. 1 of this Statute, The Chamber is an open organisation. Nobody can be forced to join it; as well as the members' right to leave The Chamber at any time without giving reasons cannot be restricted.
2. The members do not have to submit to any decisions of The Chamber's organs that breach the valid law, this Statute or The Act.

### **V. Organs of The Chamber**

#### **§17**

1. The organs of The Chamber are: The General Meeting of The Members of The Chamber and The Chamber's Management Board.
2. The permanent counselling organ of The Chamber is The Council of The Chamber.

#### **§18**

1. The General Meeting of The Members of The Chamber, also called further on "The General Meeting" or "The Meeting" is the highest authority of The Chamber.
2. The normal General Meeting of The Members of The Chamber is held once a year and is called by The Management Board or by The Vice-President of The Managing Board - Managing Director on a term agreed with The Management Board, no later than four months from the end of the previous calendar year. The normal General Meeting of The Members of The Chamber approves the financial statement of The Management Board and reviews the Management Board activities during the previous year.
3. The extraordinary General Meeting of The Members of The Chamber is called by the Management Board:
  - 1) of its own initiative;
  - 2) on a written demand of The Council of The Chamber or 1/3 of the total number of all members of The Chamber.
4. In case provided for in the sect. 3, subsection 2, the date of The Meeting cannot be later than 21 days from the day on which the demand is submitted.

5. The Management Board is obliged to notify all members of The Chamber on a place, date and agenda for The General Meeting at least 14 days before the set date.
6. The authorised representatives of the members take part in The General Meeting of The Members of The Chamber.
7. The proceedings and acts of each General Meeting of The Members of The Chamber are valid when at least half of all full members are present on the first called date or when an unrestricted number of the full members is present on the second called date.
8. The resolutions of the Ordinary Meeting of the Members of the Chamber, with the reservation of the resolutions defined in § 27 and in § 28 item 1 of the present Statute, are made with an ordinary majority of submitted votes; however, no resolution can be made, if the majority of the Full Members – Founders, who are ceaselessly Full Members, vote against it. The abstentions are not taken into consideration when calculating majority quantity.
9. Each full member of The Chamber has ten (10) votes at The General Meeting of The Members of The Chamber, and each extraordinary member has one (1) vote at The General Meeting.
10. The proceedings and voting at The General Meeting are overt. However, following a proposal of the members, the voting on issues like assigning, suspending or dismissal of members of the organs of The Chamber or calling them to account for their actions can be made secret under the Meeting's Act.
11. The proceedings of The General Meeting of The Members of The Chamber are chaired by the President of The Management Board or an authorised by him member of The Management Board, or a person elected at a given General Meeting.
12. The proceedings of The General Meeting of The Members of The Chamber are recorded. The records are signed by The Chairman of The Meeting and by the recorder and are maintained by The Management Board in the book of records.
13. The members who take part in The Meeting sign the list of participants.
14. A right to present issues and submit them to voting at The General Meeting can be used by every member of The Chamber.
15. When there is no quorum on the first date the General Meeting is called, The Management Board sets the second date, no later than 21 days from the first date.
16. The competencies of The General Meeting of The Members of The Chamber include:
  - 1) making amendments to The Statute;
  - 2) passing acts on issues included in the agenda;
  - 3) fixing the amount of the membership fees;
  - 4) approving the annual financial statements of The Chamber;
  - 5) reviewing the activities of The Management Board;
  - 6) appointing, dismissing and suspending of the members of The Management Board and receivers;
  - 7) settling the matters of the members of The Management Board suspended by The Council of The Chamber by their dismissal from The Management Board or by ignoring the suspension;

- 8) setting future directions and forms for activities of The Chamber;
- 9) passing the act on disbanding of The Chamber.

### **§19**

1. The Board consisting of at least three members, including The President of The Board and The Vice-President of the Board - Managing Director is the management body of The Chamber.
2. The President of The Management Board and members of The Management Board, beside the Vice-president - Managing Director, are elected for undetermined period by the General Meeting from amongst the members of The Chamber and persons representing the members of The Chamber.
3. The Vice-President of The Board - Managing Director is appointed univocally by the other members of The Board together with the resolution resolving the principles of performing of the function and the principles of the remuneration. In the absence of The Vice-President of The Board - Managing Director, until he is appointed, his duties are performed by The President of The Board.
4. The following persons cannot be appointed The Vice-President – Managing Director:
  - 1) a person being an owner, a co-owner, a shareholder, a proxy or a member of authorities of a business enterprise which is a member of The Chamber, as well as a person employed by such enterprise,
  - 2) a spouse, persons in ascending or descending line and siblings and relatives in the same line or grade, as well as persons adopted by the persons listed in the subsection 1.
5. With the reservation of the resolutions of item 3 all decisions related to the employment of The Vice-President of The Board - Managing Director employed on the grounds of an employment contract are made by The President of The Board, unless The Members of The Board authorize some other person from the Board to perform the activities.
6. Each member of The Management Board can resign of his function. The resignation comes in force on delivering it to The Chamber in writing.
7. The members of The Management Board elected by the General Meeting can be dismissed at any time under the act of The Meeting.
8. In case the person elected by the General Meeting for the Management Board ceases to be the member of The Chamber, he ceases to be the member of The Management Board, unless a different act is passed during the nearest meeting of The Management Board. Such an act is valid till the nearest Meeting, during which The Meeting will make a final decision, whether that person remains the member of The Management Board.
9. The dismissal of the member of The Management Board in situations provided for in section 8 should be confirmed with an act of the remaining members of The Management Board.
10. Termination of the agreement with the Vice-President - Managing Director is done on a decision of the majority of the members of The Management Board. The statement on termination of the employment agreement is signed by at least one member of The Management Board supporting its termination

11. With the reservation of the resolutions of § 23 The Members of The Board, except The Vice-President of the Board - Managing Director, perform their roles on a voluntary basis, free of charge and with no right to the reimbursement of expenses.

## **§20**

1. The Board is a collective legal body making decisions in the form of resolutions accepted during meetings or in the form of written decisions signed by all members of The Board.

2. The Vice-President of The Board - Managing Director runs a daily business of The Chamber and makes decisions in all matters not reserved for a collective competence of The Board.

3. Every member of The Management Board have a right to call the Management Board meeting. All members of the Management Board should be notified on the meeting.

4. The acts of The Management Board are passed by the normal majority of votes, when at least half of the members of The Management Board are present.

5. The collective competence of The Board, apart from the matters reserved for The Board in other resolutions of the present Statute, comprises:

- 1) setting current directions and forms for The Chamber's activities;
- 2) Acceptance of the budget of The Chamber and budgets of specific activities undertaken by The Chamber, if such activities require a separate budget, and acceptance of deviations from accepted budgets, if the deviations exceed 10% of the value of the budget.
- 3) forming counselling organs of The Chamber other than those listed in § 17 sect. 2 and determining a scope of their activities;
- 4) forming The Arbitrage Court and performing all activities related to the functioning of this Court;
- 5) selection of the registered auditors
- 6) approval of annual financial statements of The Chamber;
- 7) setting the number of persons employed by The Chamber on basis of a work agreement, and accepting the basic salary of employees of The Chamber higher than average salary in the business;
- 8) deciding whether the scope of the employees' insurance will exceed the obligatory insurance
- 9) selection of providers of legal and accountancy services for The Chamber and setting the conditions for these services, including the financial ones;
- 10) entering into court disputes, excluding situations when dues from the business activities are claimed or participation in proceedings that could not be postponed in time;
- 11) deciding on forming or joining a company or any other business enterprise
- 12) approving purchase or sale of real estate or burdening it with any rights of third parties, as well as purchasing and selling fixed assets of value exceeding the equivalent of EUR 5.000;
- 13) approving credits or loans as well as increasing limits of credits or loans
- 14) approving any kind of warranties or other securities given in favour of third parties;
- 15) making donations and other gratuitous services
- 16) disposing of intellectual and industrial property (particularly copyrights and similar, know-how, rights to product marks and trademarks), including granting or obtaining licences, making licence contracts - excluding purchase of licences of general use that can be purchased in retail.
- 17) appointing authorized agents.
- 18) founding of centres for practical trainings and centres for professional education and development.

6. Besides the competencies determined in the section 5 the Management Board can take over the right to make a decision in any case where it finds this necessary.

7. Each member of The Management Board is entitled to review books and documents of The Chamber and to demand explanations and information from The Vice-president - Managing Director and employees.

8. The Management Board can suggest The Vice-president - Managing Director a way of proceeding in certain cases. The suggestions are binding for The Vicepresident - Managing Director.

9. The Vice-president - Managing Director acts on basis of budgets prepared by him and approved according to provisions of the § 19 sect. 9, subsections 2 and 3. He is obliged to report to The Chamber's Management Board on The Chamber's activities and undertaken actions.

### **§21**

1. The Chamber is represented outside by The Vice-President of The Board - Managing Director. In justified cases, on the motion of The Vice-President of The Board - Managing Director or, on the initiative of The Board, The Chamber might be represented by The Board.

2. For the legal announcements binding on behalf of The Chamber the cooperation of two members of The Board, or one member of The Board and a Proxy is required.

### **§22**

1. The Council of The Chamber is a counselling collegial organ.

2. The Council consists of:

- 1) full members of The Chamber
- 2) three representatives of extraordinary members

3. The representatives of extraordinary members of the Chamber are elected exclusively by extraordinary members during ordinary General Meeting of the Chamber's Members for the period until the next ordinary General Meeting of the Chamber's Members.

4. The representatives of extraordinary members can only be extraordinary members or persons authorised to represent them.

5. In the case when a representative of extraordinary members ceases to be a member of the Chamber or a person authorized to represent a Chamber's member, he also ceases to be a member of The Council. In such a case, a new representative is not elected and until the next General Meeting of the Chamber's Members and the number of representatives is smaller than set in section 2, subsection 2

6. Full members act in person or through their representatives, whilst the representatives of extraordinary members act exclusively in person.

7. Every full member as well as every member of The Management Board is entitled to call the Council's meeting. All full members, representatives of extraordinary members as well as members of The Management Board should be informed about the meeting. The meeting is chaired by a person who called it, unless the people present decide otherwise.

8. The members of The Management Board are entitled to take part in the Council's meetings.

9. With restriction to the provisions of § 23, persons participating in the meetings are not entitled to any salary or remuneration of costs.

10. The Council's competencies include:

1) giving its opinion on the following issues:

- a) the annual financial statements of The Chamber,
- b) forming or joining a company or any other business enterprise,
- c) purchase or sale of real estate and burdening it with any rights of third parties,
- d) taking out credits or loans as well as increasing limits of credits or loans,
- e) giving warranties in any form and other securities in favour of third parties, as well as on any other subject concerning the activities of The Chamber, when the Council decides its opinion is necessary,

2) making decisions on the following issues:

- a) admitting new members to The Chamber and determining their status and excluding members,
- b) departing from the apolitical character of The Chamber, provided for in the § 2, sect. 1.
- c) the appeal against the decisions of The Chamber Arbitration Court

11. Decisions on issues discussed in section 10, subsection 1 b-e, cannot be made without the positive opinion of The Council.

12. The Council gives opinions in form of an act. The acts are passed with a normal majority of votes when at least half of full members or their representatives are present.

13. The Council makes its decisions in the way determined in the section 12 or in writing. The act can be passed in writing when all full members and the representatives of extraordinary members received its draft and the majority of the Council's members has approved of the act.

14. The Council can demand any information and explanation concerning the activities of The Chamber from the Management Board and The Vice-president - Managing Director.

15. The Council of The Chamber might suspend The Members of The Board, chosen by The General Meeting of Members, in their activities. In such a case, The Board is obliged to call The General Meeting of The Members of The Chamber within 21 days. If it does not do so, the right of calling of The General Meeting of The Members of The Chamber is transferred to any ordinary member of The Chamber.

16. The act on suspending the member of The Management Board requires a majority of 2/3 votes in presence of at least 2/3 of full members or their representatives.

17. In case when suspension of a member of The Management Board results in reduction in the number of the members of The Management Board below the limit set in the § 19 sect. 1, the act on suspending the member of The Management Board must assign a person to perform duties of a member of The Management Board until The General Meeting is held.

18. When The General Meeting of The Members of The Chamber ignores the suspension done by The Council, The Council cannot suspend this member of The Management Board again until the next

Normal General Meeting, but it can only propose the dismissal or suspension by The General Meeting.

### **§23**

1. The Management Board can grant salary or remuneration of costs to all elected by the General Meeting Management Board members and the persons participating in the Chamber's Council on the basis of a unanimous decision made in the presence of all management Board members.
2. An Act of the Management Board will specify the amount and the rules for establishing the salary and the remuneration of costs.
3. The salary can be granted for particular meetings, single meetings or for a particular period of time.
4. Remuneration of costs can concern particular meetings or a particular period of time. VI. Property and finances

### **§24**

1. The property of The Chamber arises from membership fees, entry fees, special fees, income from the statutory activities or business activities, if they are undertaken, donations, legacies and income from the property of The Chamber.
2. The property and income of The Chamber are used exclusively for the statutory activities and cannot be distributed amongst its members.
3. The accountancy of The Chamber is run according to valid law regulations in that field.
4. The property remaining after a liquidation of The Chamber will be allocated to the purposes determined in an act of The General Meeting on disbanding of The Chamber.

### **§ 25**

1. The entry fee for The Founders is:
  - a) PLN 4 000 - for full members;
  - b) PLN 400 - for extraordinary members.
2. The amount of the entry fee for each candidate admitted amongst the members of The Chamber after its registration will be determined each time in an act of The Council of The Chamber on admitting a new member.
3. The Extraordinary Members pay the membership fee on a quarterly basis, up till the last day of the first month of the quarter. On the grounds of a written motion of The Extraordinary Member the membership fee might be paid on a half-year or on an annual basis. In such a case the date of payment is set on the last day of the first month of the period in question. The ordinary members pay the membership fee on a monthly basis up till the last day of the month. They are allowed, however, to pay the amount of the fee covering longer periods in advance.
4. The amount of the monthly fees is set in an act of The Normal General Meeting; however, a fee for the extraordinary members of The Chamber must be at least two times lower than the fee paid by the full members.

5. In special cases, particularly to finance single larger undertakings of The Chamber the members can voluntarily declare a payment of a special fee.

6. A new member of The Chamber is obliged to pay a first fee up to the last day of the month following the month, in which The Council of The Chamber made the resolution accepting the new member into The Chamber, for the period since the beginning of that month till the end of a quarter, a half-year period or a calendar year depending on the period for which a new member declared to make payments.

7. In case the membership in The Chamber terminates, the member is obliged to pay the last fee for a month directly preceding the one in which the membership terminated and in case the member is excluded, for a month preceding the one in which The Council of The Chamber passed the act on excluding the member.

VII.

#### **§26**

1. The tasks of The Chamber are executed mainly by its statutory organs.

2. The Management Board will employ an accountant to run the accountancy of The Chamber or will commission its running to a registered accountancy agency.

3. The Management Board will employ a solicitor to provide legal services to The Chamber or will commission its running to a registered legal office.

4. If a need arises and a financial potential of The Chamber allows, it can employ other personnel and use paid services of consultants or other specialised companies.

### **VIII. Amendments to The Statute**

#### **§27**

An amendment to The Statute can be made only through an act of The General Meeting of The Members of The Chamber, passed by a majority of 2/3 of votes, in presence of at least half of the full members of The Chamber.

### **IX. Disbanding and liquidation**

#### **§28**

1. The Chamber can be disbanded only under an act of The General Meeting of The members of The Chamber, passed with a majority of 3/4 the votes, in presence of at least 2/3 of the full members of The Chamber.

2. The definitive disbanding of The Chamber takes place after its liquidation.

3. The receivers of The Chamber will be the members of its last Management Board, unless the act of The General Meeting on disbanding of The Chamber provides otherwise.

4. The receivers will immediately inform the registering court about passing of the act on disbanding.

5. The liquidation of The Chamber consist of termination of all contracts binding for The Chamber, vindication of all outstanding liabilities of The Chamber and of paying of all its obligations.

6. The property remaining after The Chamber's liquidation will be allocated by the receivers to the purposes set in the act of The General Meeting on disbanding of The Chamber.