

## STATUTE OF THE POLISH CHAMBER OF THE CHEMICAL INDUSTRY

Codified text 11.03.2020,

### CHAPTER I General provisions

**Art. 1.** The Polish Chamber of Chemical Industry, hereinafter referred to as the "Chamber", is an employers' organisation operating pursuant to the Act of 23 May 1991 on employers' organisations (Journal of Laws No. 55 item 235, as amended), hereinafter referred to as the "Act".

**Art. 2.** The Chamber has legal personality.

**Art. 3.** The registered office of the Chamber is in Warszawa. The Chamber conducts its activities on the territory of the Republic of Poland and abroad.

**Art. 4.** Within the framework of its activities, the Chamber may join national and foreign organisations with a similar objective, in particular federations and confederations of employers and chemical industry organisations.

**Art. 5.** The Chamber uses a stamp with its name and address. As part of its foreign activities, the Chamber may use an English name: "Polish Chamber of the Chemical Industry" and the corresponding stamp with this name. The Chamber may use an abbreviation "PIPC" both in the Polish and English language versions as well as its distinguishing graphic signs.

**Art. 6.** The financial year is the calendar year.

### CHAPTER II Subject matter, objective, scope, tasks and areas of activity

**Art. 7.** The primary objectives of the Chamber are:

1. Promoting activities for the development of the chemical industry.
2. Influencing the development of legislation that promotes the sustainable development of the chemical industry considering the rights and interests of its members.
3. Representing the economic and social interests of its members at national, EU and worldwide level.

**Art. 8.** The basic task of the Chamber is to protect the rights and represent interests, including economic interests, of its members before the authorities, state administration, local government bodies, other governing organs, trade unions as well as other organisations.

**Art. 9.** The Chamber pursues its tasks and objectives in particular by:

1. Presenting opinions on matters related to the economy, especially the chemical industry.
2. Addressing public authorities and judicial bodies in matters concerning the Chamber and its members, affecting the rights or management conditions of the members of the Chamber.
3. Providing opinions on assumptions and draft legislative solutions important for its members, Polish government and parliament, institutions of international organizations, economic and political associations of states, including the European Union, in the field of the chemical industry.

4. Representing the interests of its members in front of the state administration authorities, trade unions, also in cooperation with other organisations and governing organs, as well as towards supra-state institutions, organisations and structures, including the European Union.
5. Participating in creating conditions supporting the development of the chemical infrastructure and economic initiatives of its members.
6. Initiating and recommending system solutions beneficial for the development and functioning of the chemical industry.
7. Taking actions to reduce the nuisance of the chemical industry to society and to protect the environment.
8. Submitting proposals to national and EU authorities with legislative initiatives.
9. Collecting information necessary for optimal and effective execution of its tasks.
10. Delegating its representatives to work in consultative and advisory institutions.
11. Cooperating with chemical industry experts.
12. Implementing the policy and interests of its members towards international institutions and organisations, economic and political associations of states, including the EU, as well as by cooperating with international organisations operating in the chemical industry.
13. Supporting its members by providing substantive advice.
14. Striving to preserve the cooperative ties existing in the chemical industry.
15. Building a positive image of the chemical industry and striving for its high position in shaping and formulating economic policy.
16. Supporting the exchange of experience in the field of technical, organisational and economic solutions and inspiring cooperation in order to implement them.
17. Supporting the exchange of experience in improving the working conditions of employees in chemical sector and taking actions in the field of chemical rescue and technical safety.
18. Conducting information activities in the field of chemical industry issues, raising the social rank of employees in this sector as well as the prestige of the chemical industry according to its role in the national economy.
19. Supporting its members in the negotiation of collective bargaining agreements.
20. Cooperating with universities and training institutions on the needs of the chemical industry.

**Art. 10.** In order to achieve its statutory objectives, the Chamber may conduct business activity, establish foundations and participate in all other projects. Commercial activities may be carried out, in particular, in the field of:

1. Drafting factual opinions on the business and economy.
2. Developing programmes and strategies relevant to the chemical industry.
3. Organizing trainings and seminars for both members of the Chamber and third parties.
4. Publishing activities based on own and third party studies.

### **CHAPTER III**

#### **Members of the Chamber, their rights and obligations**

**Art.11.** The members of the Chamber are divided into:

1. Ordinary members.
2. Honorary members.

**Art. 12.** A member of the Chamber may be:

1. A legal person or an organizational unit without legal personality or a natural person conducting business activity, which meets the following conditions:
  - a) Employs workers, regardless of the basis of employment.
  - b) Conducts business activity which has a direct or indirect connection with the chemical industry.
  - c) Wishes to contribute in the implementation of the Chamber's objectives and tasks and gives a guarantee of such implementation.

2. An organisation, institution, university, association or other entity operating in the chemical industry or on its behalf.

**Art. 13.** Legal persons and other organizational units operate in the Chamber and realise their rights and obligations through authorized representatives.

**Art. 14.** The adoption as an ordinary member is decided by the Management Board of the Chamber in the form of a resolution.

**Art. 15.** A legal person (entity) applying to become an Ordinary Member should, in addition to meeting the conditions set out in Article 12 of this Statute, submit a written declaration and commitment to pay membership contribution.

**Art. 16.** Ordinary members of the Chamber have the right to:

1. Vote for the authorities of the Chamber - active and passive right.
2. Participate in the work of the Chamber and its authorities through their elected representatives.
3. Vote at the General Assembly.
4. Benefit from the assistance and recommendations of the Chamber.
5. Receive all studies and information of the Chamber and the annual report of its Management Board.
6. Submit proposals concerning the activities of the Chamber.

**Art. 17.** Ordinary members of the Chamber are obliged to:

1. Actively participate in the implementation of the objectives and tasks of the Chamber.
2. Observe the provisions of the Statute as well as regulations and resolutions of the Chamber authorities.
3. Provide the Chamber authorities with information necessary for its activities and to provide assistance in carrying out statutory activities.
4. Pay membership contribution on a regular and timely basis by the end of the first quarter of each calendar year, for the current year, and in case of delays in payment of contributions, to pay interest on such late payment and the costs of its collection.
5. The members who will join the Chamber after the first quarter of the calendar year shall pay in the first year a contribution proportional to the period of their membership, taking into account the number of days remaining until the end of the calendar year. It is assumed that the date of acquiring the status of a member of the Chamber shall be the relevant resolution or decision of the Management Board of the Chamber on acceptance as a member.
6. In particularly justified cases, at the written request of the Chamber's member, the Council of the Chamber may adopt a resolution on reduction of its membership contribution for a given calendar year, or on prolongation of the payment deadline, or on its spreading into instalments, or on its redemption in total or in part.

**Art. 18.** Membership in the Chamber ceases in the event of:

1. Voluntary withdrawal by a member, submitted in writing to the Management Board of the Chamber. The declaration of withdrawal shall be submitted 6 months before the end of the calendar year, i.e. till June 30th, in written under pain of invalidity, with effect at the end of the given year.
2. Death of a member being a natural person or liquidation of a legal person or an organizational unit without legal personality, being the member of the Chamber.
3. Loss by the Chamber member of the status of employer, within the meaning of the Act.
4. Deprivation of membership by the General Assembly of the Chamber by way of a resolution, at the request of the Management Board, due to:
  - a) Acting to the detriment of the interests of the Chamber.
  - b) Non-observance of the Chamber Statute as well as regulations and resolutions of its authorities.
  - c) Evasion of payment the membership contributions until the end of the calendar year.
  - d) Deprivation a natural person of public rights, by a valid court decision.

5. Liquidation of the Chamber.

**Art. 19.** The Management Board shall have the right to apply for the termination of membership in the case referred to in Article 18(1)(a) and (b) of this Statute, if the member will not cease the above-mentioned activities within 30 days from the date on which the Management Board will give him/her a written request to end them.

**Art. 20.**

1. Hereby the title of Honorary Member of the PIPC is established.
2. The Honorary Member may be a natural person who has contributed to the development of the Chamber or gives a guarantee of active participation to achieve the objectives of the Chamber.
3. The Honorary Member's dignity is granted by the Council of the Chamber by way of a resolution, subject to Art. 39(9) of this Statute.
4. The Honorary Members have only the right to participate in the work of the authorities of the Chamber in an advisory capacity and to submit opinions on the work of the Chamber and its authorities.

**CHAPTER IV**  
**The Chamber Authorities**  
**General provisions**

**Art. 21.**

1. The Chamber authorities are:
  - a) General Assembly.
  - b) Council of the Chamber.
  - c) Management Board.
  - d) Review Panel.
2. Functions on the Management Board, Review Panel or Council of the Chamber cannot be combined (no multi mandate rule).

**Art. 22.** The collegial authorities of the Chamber express their will by passing resolutions unless the Statute provides otherwise.

**Art. 23.** Resolutions of the collegial authorities of the Chamber shall be adopted by a simple majority of votes in an open vote, regardless of the number of members present, unless the Statute provides otherwise.

**Art. 24.** If, before the end of the term of office, the composition of any of the authorities of the Chamber will decrease below the minimum provided for in this Statute, the Management Board shall immediately convene the Extraordinary General Assembly in order to supplement the composition of such authority, subject to the wording of Article 39(10) of this Statute.

**Art. 25.** If, before the end of the term of office, the composition of any of the authorities of the Chamber will be reduced, but the minimum number of members required by the Statute will be maintained, the next General Assembly may elect new members to supplement the composition of such authority.

**General Assembly**

**Art. 26.** The General Assembly is the supreme authority of the Chamber.

**Art. 27.** All Ordinary Members of the Chamber may participate, with voting rights, in the General Assembly. Ordinary Members of the Chamber may participate in the General Assembly and exercise their voting rights through legal representatives.

**Art. 28.** Honorary Members of the Chamber and guests invited by the President of the Management Board may participate in meetings of the General Assembly in an advisory capacity.

**Art. 29.** The General Assembly shall be convened by the Management Board using registered letters or electronic mail (e-mail) sent 14 days before the date of the meeting, at the latest, to the address indicated by the Member of the Chamber in a statement addressed to the Management Board. The General Assembly of the Chamber may be convened also in any other way, not later than 14 days before the date of the meeting, and using a method requiring an acknowledgement of receipt of the notice convening the Assembly. In the convening notification, the Management Board shall specify the place and time of the assembly as well as the proposal of its agenda.

**Art. 30.** The competences of the General Assembly include all matters which are the subject of the Chamber's activities, not reserved for its other authorities, and in particular:

1. The adoption of amendments to the Statute.
2. The adoption of annual plans of the Chamber.
3. The adoption of the annual budget of the Chamber.
4. The approval of reports on the annual activity of the Chamber.
5. The consideration and approval of the Management Board reports on the activities of the Chamber as well as the financial statements for the previous financial year.
6. The determination of the rules for calculating membership contributions and the rules for determining the number of votes at the General Assembly.
7. The appointment, suspension and dismissal of members of the Council, the Management Board and the Review Panel.
8. The discharge of the members of the Management Board for the performance of their duties, at the request of the Review Panel.
9. The approval of amendments and regulations of the Council and the Review Panel adopted by these authorities.
10. The deprivation of membership in the Chamber, at the request of the Management Board, in case referred to in Art. 18(4), subject to Art. 19 of this Statute.
11. The consideration of appeals against resolutions of the statutory authorities of the Chamber.

**Art. 31.** The General Assembly may be Ordinary or Extraordinary.

1. The Ordinary General Assembly shall be convened once a year, not later than by the end of the first quarter of the given calendar year. The subject matter of the Ordinary General Assembly should be:
  - a) The consideration and approval of the Management Board reports on the activities of the Chamber as well as financial statements for the previous financial year.
  - b) Granting discharge to members of the Management Board for the performance of their duties, at the request of the Review Panel.
2. The Extraordinary General Assembly shall be convened on the initiative of the Management Board, at the request of the Council of the Chamber, the Review Panel or a written request of at least 10% of members, in accordance with the requirements set out in Article 29 of this Statute.
3. The written request of the Council of the Chamber, the Review Panel, 10% of the members to convene an Extraordinary General Assembly must specify the purpose of its convocation and the proposed agenda. In such a case, the Management Board may on its own initiative supplement the proposed agenda.

**Art. 32.**

1. Each member of the Chamber with voting rights shall have one (1) to three (3) votes at the General Assembly, depending on the volume of sales (turnover) achieved by such member in the previous financial year.
2. The number of votes attributable to individual members in a given year shall be determined by a resolution of the Council adopted prior to the first General Assembly in such year, not later than by the end of February.

3. In order to enable the Council to adopt the resolution referred to in point 2 above, each member is obliged to send the Management Board information on the volume of sales (turnover) during the previous calendar year by 15 February of the present year. In the event that the information referred to in the preceding sentence will be not sent or will be sent after the deadline, the Council of the Chamber will take into account the volume of sales (turnover) from the calendar year preceding the year in which the number of votes shall be determined, and if it will be also not possible due to lack of data, the Member of the Chamber will be entitled to only one (1) vote at the General Assembly in a given calendar year.
4. The principles of determination by the Council of the number of votes for individual members shall be determined by the General Assembly, in accordance with the wording of Art. 30(6) of this Statute.

**Art. 33.** At a meeting of the General Assembly, the vote will be open, but at the request of any member of the Chamber, the President shall order a secret ballot. A secret ballot shall also be ordered for the adoption of resolutions on the appointment, suspension and dismissal of members of the Management Board.

**Art. 34.** The General Assembly shall be chaired by a Chairperson elected in each case by a simple majority of votes from among the representatives of the ordinary members present at the Assembly. The proceedings and the content of the adopted resolutions shall be minuted. The minutes of the General Assembly shall be signed by the Chairperson and the Secretary. The Secretary shall be elected by the Chairperson.

**Art. 35.** Resolutions of the General Assembly validly adopted are binding on all members and authorities of the Chamber.

### **Council of the Chamber**

**Art. 36.** The Council of the Chamber is an authority supervising the activities of the Chamber.

**Art. 37.**

1. The Council of the Chamber consists of 5 to 30 members (natural persons) elected by the General Assembly using a simple majority of votes.
2. The Council of the Chamber elects from among its members, by a simple majority of votes, the President and Vice-Presidents in the number of not more than 6 persons.
3. If the President and Vice-Presidents will not be elected for any reason whatsoever, the vote shall be repeated until the successful end.
4. The President and the Vice-Presidents form the Bureau of the Council of the Chamber.
5. The Bureau of the Council of the Chamber approves the implementation of the annual charter of objectives established by the Council for members of the Management Board.

**Art. 38.** The Council's term of office is three years.

**Art. 39.** The competence of the Council of the Chamber includes:

1. Establishing the priorities of the Chamber in the periods between General Assemblies.
2. Helping to achieve the objectives of the Chamber.
3. The elaboration of proposals of topics for the work plan of the Chamber for annual periods as well as proposals of directions for long-term work to be adopted by the General Assembly.
4. Giving opinions on the materials prepared by the Management Board and presented to the General Assembly.
5. Presenting to the General Assembly conclusions and observations on the activities of the Chamber.
6. Determining the number of votes to be cast by individual members at the General Assembly; such a resolution should be adopted by the end of February each calendar year.
7. Approving the Regulations of the Management Board adopted by the Board.

8. Establishing the principles of remuneration for members of the Management Board and granting authorisations to conclude and terminate employment contracts and other agreements with members of the Board.
9. Appointing Honorary Members. A resolution on the appointment of such members shall be presented for approval at the next General Assembly. The General Assembly may overrule a resolution of the Council by a majority vote.
10. In the event of a reduction in the number of members of the Council, the Council may co-opt a new member by a majority vote. The resolution on supplementing the composition of the Council is immediately submitted for approval during the next General Assembly. Resolutions adopted with the participation of the co-opted member whose election was not accepted by the General Assembly remain valid.
11. The right to request the Management Board to make documents available for inspection and to submit explanations.
12. supervision over the proper course of implementation of the General Assembly resolutions.
13. Applying to the Management Board for awards or other forms of remuneration for persons who have demonstrated a significant contribution to the implementation of the Chamber's tasks.
14. The right to demand convening an Extraordinary General Assembly by the Management Board.
15. The right to request the Management Board to appoint, at the expense of the Chamber, experts and advisors in matters requiring special qualifications. Contracts with experts and advisors on behalf of the Chamber shall be concluded by the Management Board.
16. The right to give prior consent to the creation or participation of the Chamber in foundations, or its participation as a shareholder in companies and cooperatives as well as in other business undertakings.

**Art. 40.** The Council of the Chamber shall meet at least three times a year and such meetings shall be convened by the President of the Chamber. In the event of circumstances preventing contact with the President or in the event of his/her resignation, the meeting of the Council may also be convened by at least two Vice-Presidents acting jointly.

**Art. 41.** A member of the Council may be suspended by the General Assembly for important reasons.

**Art. 42.** The expiry of the mandate of a member of the Council of the Chamber shall take place as a result of the expiry of the term of office and, moreover, in the event of:

1. Written resignation from the function of a member of the Council of the Chamber.
2. Dismissal by the General Assembly.
3. Death.
4. Termination of membership in the Chamber of a person or entity, whose representative was a member of the Council of the Chamber.
5. Submission by the entity whose representative was a member of the Council a written statement on his/her dismissal from the Chamber.

### **Management Board**

**Art. 43.** The Management Board represents the Chamber, runs its affairs and manages its activities.

**Art. 44.** The Management Board consists of 1 to 5 members, including the President of the Management Board, elected by the General Assembly in a simple majority of votes, however, in the case of a multi-person Management Board, the General Assembly appoints the President of the Management Board and the Vice-President or Vice-Presidents of the Management Board in a separate vote.

**Art. 45.** The Management Board's term of office is three years.

**Art. 46.** The Management Board shall act in accordance with the Statute, objectives and tasks of the Chamber and the resolutions of the General Assembly.

**Art. 47.** The powers and duties of the Management Board shall include in particular:

1. Managing the assets and funds of the Chamber in accordance with their purpose as well as budget adopted by the General Assembly.
2. Appointing and dissolving working groups or thematic committees, defining their tasks and coordinating their activities.
3. Preparing drafts of the Chamber's action plan and budgets.
4. Adopting resolutions on conducting by the Chamber of activities referred to in Article 10 of this Statute.
5. Drawing up reports on the annual activity of the Chamber and financial statements (balance sheets) and submitting them to the General Assembly.
6. Accepting ordinary members of the Chamber and applying to the General Assembly for deprivation of membership of the Chamber in the event referred to in Art. 18(4) of this Statute.
7. Adopting the work rules of the Management Board and other regulations and concluding employment or other contracts.
8. Convening General Assemblies.
9. Implementing resolutions, provisions and recommendations of the General Assembly.
10. Resolving, at their request, disputes between the members of the Chamber, including in particular those arising in connection with the activities of the Chamber.
11. Collecting membership contributions.

**Art. 48.**

1. The Multi-person Management Board conducts the affairs of the Chamber by adopting:
  - a) Resolutions - in matters specified in this Statute, including in particular in Art. 47, or if requested by one of the members of the Management Board,
  - b) decisions - in other pending matters, for which no special form has been reserved.
2. The single-person Management Board conducts the Chamber's affairs by making decisions. Decisions in the matters referred to in point 1(a) shall be taken in writing.

**Art. 49.** If the Management Board is composed of several members, its resolutions shall be adopted by a majority of votes in the presence of at least half of its members. In case of equality of votes, the President of the Management Board has the casting vote.

**Art. 50.** The President of the Management Board shall manage the work of the Board based on the Regulations approved by the Council of the Chamber.

**Art. 51.** To make statements on behalf of the Chamber:

1. In case of a single-person Management Board, its President is entitled independently.
2. In case of a multi-person Management Board, the President and one Member of the Management Board, acting jointly, are entitled.

**Art. 52.** A Member of the Management Board may be suspended by the General Assembly for important reasons.

**Art. 53.** The expiry of the mandate of a member of the Management Board shall take place as a result of the expiry of the term of office and, moreover, in the event of:

1. Written resignation from the function of a member of the Management Board.
2. Dismissal by the General Assembly.
3. Death.

### **Review Panel**

**Art. 54.** The Review Panel is an internal control body of the Chamber.

**Art. 55.** The Review Panel's term of office is three years.

**Art. 56.** The Review Panel consists of 3 to 5 persons elected by the General Assembly. The provision of Article 39(10) shall apply accordingly.

**Art. 57.** The members of the Control Panel shall elect from among their number a President and a Vice-President to direct its work. The Panel shall act based on internal regulations approved by the General Assembly.

**Art. 58.** The Review Panel is obliged to conduct annual audits of the activities of the Chamber, with particular emphasis on financial activities, reliability and economy, as well as compliance with the law and the resolutions of the General Assembly. The Review Panel has the right to carry out also partial and ad hoc inspections.

**Art. 59.** The Review Panel may submit to the authorities of the Chamber conclusions and recommendations resulting from the inspection findings.

**Art. 60.** A member of the Review Panel may be suspended by the General Assembly for important reasons.

**Art. 61.** The expiry of the mandate of a member of the Review Panel shall take place as a result of the expiry of the term of office and, moreover, in the event of:

1. Written resignation from the function of a member of the Review Panel.
2. Dismissal by the General Assembly.
3. Death.
4. Termination of membership in the Chamber of a person or entity, whose representative was a member of the Review Panel.
5. Submission by the entity whose representative was a member of the Review Panel a written statement on his/her dismissal from the Chamber.

## **CHAPTER V**

### **The Chamber's assets**

**Art. 62.** The Chamber's assets are real estates and funds.

**Art. 63.** The Chamber's funds consist of:

1. Members' contributions.
2. Subsidies, donations, inheritances and legacies.
3. Other incomes, including from business activities.

**Art. 64.** The Chamber finances its activities based on the budget adopted by the General Assembly.

**Art. 65.** To achieve its statutory objectives and tasks, the Chamber may conduct business activity, establish foundations and participate in other business ventures according to the principles specified in separate regulations. The incomes from the Chamber's business activity serve the realisation of its statutory objectives and cannot be allocated for distribution among its members.

## **CHAPTER VI**

### **Amendment of the Statute and dissolution of the Chamber**

**Art. 66.** A resolution to amend the Statute or dissolve the Chamber shall be adopted by the General Assembly by a majority of 2/3 of votes.

**Art. 67.** If the General Assembly will adopt a resolution to dissolve the Chamber, it shall at the same time adopt the resolution on allocation of all assets of the Chamber and appoint a liquidator.

**Art. 68.** The Liquidator will complete the current affairs of the Chamber, collect the receivables and fulfil all obligations of the Chamber. Upon completion of the liquidation, the liquidator shall present a report on his/her activities for approval by the General Assembly.

**Art. 69.** After approval of the report, in accordance with Article 68 of this Statute, the liquidator shall apply to the registry court for deletion of a Chamber from the register.

**Art. 70.** The provisions of the Act shall apply to matters not regulated by this Statute.

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