

**STATUTES
OF THE POLISH CHAMBER OF THE CHEMICAL INDUSTRY (PIPC)**

SECTION 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, hereinafter referred to as the “Act”.
- Art. 2.** The Chamber has legal personality.
- Art. 3.** The registered office of the Chamber is in Warsaw. The Chamber conducts its activities in 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 the abbreviation “PIPC” both in the Polish and English language versions as well as its distinguishing graphic signage.
- Art. 6.** The financial year is the calendar year.

SECTION II

Objectives and objects

- 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 the interests, including economic interests, of its members before the authorities, state administration, local government authorities, other authorities, trade unions as well as other organisations.
- Art. 9.** The primary objectives of the Chamber are:
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 organisations, economic and political associations of states, including the European Union, in the field of the chemical industry.
 4. Representing the interests of its members before the state administration authorities, trade unions, also in cooperation with other organisations and governing bodies, as well as before supranational 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 subject matter 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 the 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 engage in business activity, establish foundations and participate in all other projects. Business activity may be carried out, in particular, in the field of:

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

SECTION 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 organisational unit without legal personality or a natural person conducting business activity, meeting 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 to the implementation of the Chamber's objectives and tasks and gives a guarantee of such implementation.

2. Is an organisation, institute, university, association or another entity operating in the chemical industry or on behalf of the member of the Chamber.

Art. 13. Legal persons and other organisational units operate in the Chamber and exercise their rights and perform their obligations through authorised representatives.

Art. 14. The adoption as an ordinary member is decided by the Management Board of the Chamber.

Art. 15. An entity applying to become an Ordinary Member should meet the conditions set out in Article 12 of these Statutes and submit a written declaration and commitment to pay membership fees.

Art. 16. Members of the Chamber have the right to:

1. Vote for the governing bodies of the Chamber – active and passive rights.
2. Participate in the work of the Chamber and its governing bodies 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 Statutes as well as bylaws and resolutions of the Chamber authorities.
3. Provide the Chamber authorities with information necessary for the Chamber's activities and provide assistance in carrying out statutory activities.
4. Pay the membership fee 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 the payment of the fees, 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 pay in the first year a fee 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 will 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 a member of the Chamber, the Chamber Council may adopt a resolution to cancel the membership fee in whole or in part, postpone its payment date or spread out the membership fee in instalments.

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

1. Voluntary withdrawal by a member, submitted to the Management Board of the Chamber. The withdrawal will be submitted 6 months before the end of the calendar year at the latest, i.e. until 30 June, in writing under pain of invalidity, with effect at the end of the calendar year.
2. Death of a member being a natural person or liquidation of a legal person or an organisational unit without legal personality,
3. Loss 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 Statutes or bylaws and resolutions of its authorities,
 - c) failure to pay the membership fee by the agreed time limit for the given calendar year,
 - d) deprivation of public rights by a final and non-appealable decision of the Court – in the case of a natural person.
5. Determination of termination of membership by the Management Board. The Management Board may determine the termination of membership by informing in writing the entity whose membership has been terminated and the Chamber Council, after meeting the following conditions:
- a) A Chamber member is in default in the payment of the membership fee,
 - b) The Management Board of the Chamber requests the Chamber member referred to in (a) to make the payment within 30 days from the delivery of the payment request, otherwise the Chamber membership will be declared terminated. The payment request will be deemed delivered 14 days after the first attempt to deliver the letter by the postal operator.
 - c) A Chamber member fails to perform the obligation referred to in (b).
6. Liquidation of the Chamber.

Art. 19. The Management Board is authorised to file a motion referred to in Article 18(4)(a) and 18(4)(b) of these Statutes when the member fails to cease the actions contrary to the Statutes within 30 days from the date of delivery of a written request from the Management Board to cease such actions.

Art. 20.

1. The title of Honorary Member of the PIPC is hereby 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 title of the Honorary Member is granted by the Chamber Council by way of a resolution, subject to Article 39(9) of these Statutes.
4. The Honorary Members have the right to participate in the work of the governing bodies of the Chamber only in an advisory capacity and to submit opinions on the work of the Chamber and its governing bodies.

SECTION IV

Chamber authorities

General provisions

Art. 21.

1. The Chamber authorities are:
 - a) General Assembly.
 - b) Chamber Council.
 - c) Management Board.
 - d) Review Panel.
2. Functions on the Management Board, Review Panel or Chamber Council cannot be combined.

Art. 22. The joint governing bodies of the Chamber express their will by adopting resolutions unless the Statutes provide otherwise.

Art. 23.

1. Resolutions of the joint governing bodies of the Chamber are adopted by a simple majority of votes in an open vote, regardless of the number of members present, unless the Statutes provide otherwise. Voting on personnel matters is carried out by a secret ballot.

2. Meetings of the Chamber authorities may be held remotely. The Chamber authorities may adopt resolutions by circulation. Adoption of resolutions by circulation does not apply to the General Assembly.
- Art. 24.** If, before the end of the term of office, the number of members of any of the governing bodies of the Chamber decreases below the minimum provided for in these Statutes, the Management Board will immediately convene the Extraordinary General Assembly in order to supplement the composition of such governing bodies, subject to the wording of Article 39(10) and Article 56 of these Statutes.
- Art. 25.** If, before the end of the term of office, the number of members of any of the governing bodies of the Chamber is reduced, but the minimum number of members required by the Statutes will be maintained, the next General Assembly may elect new members to supplement the composition of such governing body.

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 or by proxies.
- Art. 28.** Honorary Members of the Chamber and guests invited by the President of the Management Board may attend meetings of the General Assembly in an advisory capacity.
- Art. 29.** The General Assembly is convened by the Management Board no later than 14 days before the scheduled date of the meeting by registered mail or electronic mail (e-mail).
- 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 Statutes.
 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's reports on the activities of the Chamber, financial statements, reports of the Chamber Council and reports of the Review Panel.
 6. Establishment of rules for calculating membership fees and 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 bylaws 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 a case referred to in Article 18(4), subject to Article 19 of these Statutes.

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

1. The Ordinary General Assembly is held 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, financial statements for the previous financial year, reports of the Chamber Council and reports of the Review Panel.
 - 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 is convened on the initiative of the Management Board, at the request of the Chamber Council, the Review Panel or a written request of at least 10% of members, in accordance with the requirements set out in Article 29 of these Statutes.
3. The written request of the Chamber Council, the Review Panel, 10% of the members to convene an Extraordinary General Assembly must specify the purpose of the Assembly and the proposed agenda. In such a case, the Management Board may on their own initiative supplement the proposed agenda.

Art. 32.

1. Each member of the Chamber with voting rights has one (1) to three (3) votes at the General Assembly, depending on the sales revenues earned by such member in the previous financial year.
2. The number of votes attributable to individual members in a given year is determined by the Management Board prior to the General Assembly, no later than by the end of February.
3. Members of the Chamber must provide the Management Board with information on the amount of sales revenues earned in the previous calendar year by 15 February of the current year. Non-compliance with the above obligation by the set time limit entitles the Management Board of the Chamber to take into account the previous year's sales revenues, and if they have not received the information this year, the member of the Chamber is entitled only to one (1) vote at the General Assembly.
4. The principles of determining the number of votes vested in individual members are determined by the General Assembly, in accordance with the wording of Article 30(6) of the Statutes.

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 may order a secret ballot. A secret ballot will also be conducted on personnel matters.

Art. 34. The General Assembly is 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. Minutes are taken of the proceedings and the content of the adopted resolutions. The minutes of the General Assembly are signed by the Chairperson and the recording secretary. The recording secretary is elected by the Chairperson.

Art. 35. Validly adopted resolutions of the General Assembly are binding on all members and governing bodies of the Chamber.

Chamber Council

Art. 36. The Chamber Council is a body supervising the activities of the Chamber.

Art. 37.

1. The Chamber Council consists of 5 to 30 members (natural persons) elected by the General Assembly by a simple majority of votes.

2. The Chamber Council elects from among its members, by a simple majority of votes, the President and Vice Presidents in the number of no more than 6 persons.
3. If the President and Vice Presidents are not elected for any reason whatsoever, the vote is repeated until successful.
4. The President and the Vice Presidents form the Bureau of the Chamber Council.
5. The rules of representation of the Chamber in legal and labour relations with the Management Board are set forth in the bylaws of the Chamber Council.

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

Art. 39. The competence of the Chamber Council 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. Approving the bylaws of the Management Board adopted by the Board.
7. Determining the rules of remuneration for members of the Management Board.
8. Appointing Honorary Members. A resolution on the appointment of such members is presented for approval at the next General Assembly. The General Assembly may overrule a resolution of the Council by a majority vote.
9. If the number of members of the Council is reduced, new members may join the Council. The resolution on new members joining the Council is adopted by a simple majority of votes and then immediately submitted to the next General Assembly for approval. Resolutions adopted with the participation of the member elected in such a manner whose election was not accepted by the General Assembly remain valid.
10. The right to request the Management Board to make documents available for inspection and to submit explanations.
11. Supervision over the proper course of implementation of the General Assembly resolutions.
12. 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.
13. The right to demand that an Extraordinary General Assembly be convened by the Management Board.
14. 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 are concluded by the Management Board.
15. The right to give prior consent to the creation of foundations or participation of the Chamber in foundations, or its participation as a shareholder in companies and cooperatives as well as in other business undertakings.

Article 39¹. The competence of the Bureau of the Chamber Council comprises:

1. Providing opinions on candidates for admission as ordinary members of the Chamber, at the request of the Management Board.
2. Providing opinions on documents developed by the Chamber in key areas of its activities.
3. Determining a list of issues of strategic importance to the chemical industry, to be developed by the Chamber's thematic committees.
4. Providing ongoing subject matter support on issues presented by the Management Board.

Art. 40.

1. The Chamber Council meets at least three times a year, and such meetings are 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. The first meeting of the Chamber Council elected for the new term is convened by the Management Board. Internal bylaws on the timing of meetings of the Chamber's governing bodies do not apply to the convening of the first meeting of the Chamber's Council elected for the new term.
2. The Bureau of the Chamber Council may meet to exercise the powers referred to in Article 39¹. The Management Board may hold joint meetings with the Bureau of the Chamber Council in order to exercise the powers referred to in Article 39¹(4).

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

Art. 42. The mandate of a member of the Chamber Council expires in the following cases:

1. Written resignation from the function of a member of the Chamber Council.
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 Chamber Council.
5. Submission by the entity of which the member was a representative of a written statement of his/her dismissal.
6. Expiration of term of office.

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 term of office of the Management Board is five years.

Art. 46. The Management Board acts in accordance with the Statutes, objectives and tasks of the Chamber and the resolutions of the General Assembly.

Art. 47. The powers and duties of the Management Board 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 and implementation of the Chamber's action plan and budgets.
4. Adopting decisions on the Chamber engaging in activities referred to in Article 10 of these Statutes.
5. Drawing up reports on the annual activity of the Chamber and financial statements (balance sheets) and submitting them to the General Assembly for approval.
6. Accepting ordinary members of the Chamber and applying to the General Assembly for dismissal from the Chamber in the event referred to in Article 18(4) of these Statutes.
7. Adoption of rules of procedure for the Management Board and other bylaws.
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 fees.
12. Organising the work of the PIPC office in person or through the Office Director, if appointed.
13. Determining the number of votes to be cast by individual members at the General Assembly by the end of February of each calendar year.

Art. 48.

1. The multi-person Management Board conducts the affairs of the Chamber by adopting:
 - a) Resolutions – in matters specified in these Statutes, including in particular in Article 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(2a) are made by the Management Board in writing.

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

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

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

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

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

Art. 53. The mandate of a member of the Management Board expires 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.
4. Expiration of term of office.

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 five years.

Art. 56. The Review Panel consists of 3 to 5 persons elected by the General Assembly. The provision of Article 39(10) applies accordingly. If the number of members of the Review Panel is reduced below the required minimum for the reason referred to in Article 61(4), the Chamber Council supplements the composition of the Review Panel. A member of the Review Panel elected in the manner described in the second sentence serves until the next General Assembly.

Art. 57. The members of the Review Panel elect from among themselves President to direct their work, and Vice President. The Review Panel acts based on internal bylaws 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 governing bodies 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 mandate of a member of the Review Panel expires in the following cases:

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 of which the member was a representative of a written statement of his/her dismissal.
6. Expiration of term of office.

SECTION V

Chamber's assets

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

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

1. Members' fees.
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 engage in business activity, establish foundations and participate in other business ventures according to the principles specified in separate regulations. The revenues from the Chamber's business activity serve the achievement of its statutory objectives and cannot be allocated for distribution among its members.

SECTION VI

Amendment of the Statutes and dissolution of the Chamber

Art. 66. A resolution to amend the Statutes or dissolve the Chamber is adopted by the General Assembly by a majority of 2/3 of votes.

Art. 67. If the General Assembly adopts a resolution to dissolve the Chamber, it at the same time adopts the resolution on the allocation of all assets of the Chamber and appoints 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 presents 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 these Statutes, the liquidator applies to the registration court for deletion of the Chamber from the register.



Art. 70. The provisions of the Act apply to matters not regulated by these Statutes.