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# STATUTES OF The Polish Chamber of Commerce for Electronics and Telecommunications



## Chapter 1

### General provisions

**§ 1.** 1. The Polish Chamber of Commerce for Electronics and Telecommunications hereinafter referred to as the „Chamber”, is an organisation being a self-governing body representing the business interests of the members joined in it.

2. The Chamber has legal personality and operates on the basis of the Act of 30 May 1989 on Chambers of Commerce (Journal of Laws, Dz. U. No. 35 item 195 as amended) and these Statutes.

**§ 2.** 1. The Chamber shall operate within the whole territory of the Republic of Poland.

2. The Chamber may form Branches in the area of its operation.

3. The Chamber is seated in Warszawa – the capital city.

4. The Chamber may join Polish and foreign organisations having objectives convergent with ones of the Chamber set forth in these Statutes.

**§ 3.** 1. The Polish name of the Chamber: „Krajowa Izba Gospodarcza Elektroniki i Telekomunikacji” may be used in contacts with foreign partners together with the translation:

- In English: Polish Chamber of Commerce for Electronics and Telecommunications,
- In German: Polnische Wirtschaftskammer für Elektronik und Telekommunikation,
- In French: Chambre Polonaise de Commerce pour Electronique et Télécommunication,
- In Spanish: Cámara de Comercio de Polonia por Electrónica y Telecomunicación,
- In Russian: Польская Хозяйственная Палата по Электронике и Телекоммуникации.

2. The Chamber may use a seal with the following inscription: „Krajowa Izba Gospodarcza Elektroniki i Telekomunikacji”.

## Chapter 2

### Chamber objectives and manner of operation

**§ 4.** The objectives of the Chamber include the following, in particular:

- 1) to represent and protect interests of the Chamber members in the field of their business activities, in particular, before state authorities, self-governmental and other organizations;
- 2) to participate in creation of conditions for development and restructuring of electronic industry and competitive telecommunication market in Poland and to promote business initiatives of the Chamber members in this area;
- 3) to express its opinion on solution proposals related to the economy functioning and participation on the principles specified in separate provisions in drawing up legal acts in this area;
- 4) to assess the implementation and functioning of the legal regulations concerning running business activities;
- 5) to inspire a creation and amendments to legal regulations and to express opinions concerning the State economic policy, including tax and duty regulations related to electronics and telecommunications;
- 6) to collect and disseminate information concerning the business entities operation in Poland and abroad as well as cooperation in the area of manufacturing, supply organization and finance;
- 7) to form and disseminate ethical principles in business activities, in particular, preparing and improving standards for reliable conduct in business transactions;
- 8) to prevent unfair competition, unreliability of commercial partners and dishonest advertising in particular:
  - a) using dumping prices,
  - b) avoiding by the producer (importer) and seller of its liability in respect of the appropriate quality of electronic and telecommunications equipment, including the lack of required certificates,
  - c) avoiding by the producer (importer) and seller of its liability for improper service and warranty service to the client as well as evasion of the provision of such service after the warranty period expires,
  - d) introducing products on the market with infringement of industrial property rights.
- 9) to protect the consumer interests by forming the demand for products and services satisfying conditions mentioned below:
  - a) original product,
  - b) verified high quality,
  - c) trade access certificate,
  - d) guaranteed warranty and post-warranty service.
- 10) to create proper cooperation principles between Polish producers and distributors of electronic and telecommunication equipment and companies rendering services in this area in accordance with the consumer interests;
- 11) to support, in cooperation with relevant educational authorities, the development of vocational education related to electronics and telecommunications;
- 12) to carry educational, scientific, research and development activities in the fields related to the Chamber objectives specified above as well as to promote public initiatives for the construction of telecommunication networks in rural areas;

13) to prepare opinions and expert's reports.

**§ 5.** 1. The Chamber shall perform the objectives set forth in these Statutes by:

- 1) providing assistance and advice to its members, organizing cooperation between them and promoting their business initiatives;
- 2) cooperation with authorities as well as state and self-government administration, social and business organizations of a similar nature, in particular, joined in the Polish Chamber of Commerce;
- 3) delegating representatives of the Chamber to participate in the work of advisory bodies of State authorities and administration, in particular, those in the area of taxation and duty as far as electronics and telecommunications are concerned;
- 4) preparation and giving opinion of legal act drafts in the area of electronics and telecommunications;
- 5) conducting training and publishing activities;
- 6) participation of the Chamber as well as initiation and support of its members participation in development projects of the European Union;
- 7) inspiring and providing organizational assistance in marketing and promotional activities, including exhibitions and fairs organization;
- 8) revealing and counteracting cases of unfair or dishonest competition;
- 9) cooperation with the consumer movement, in particular, in the field of settlement of disputes concerning the business activities of its members, including inter alia, complaints as to the electronic and telecommunication equipment of general use during the statutory and contractual warranty periods;
- 10) operating data bases containing statistical data relevant to the electronic and telecommunication market in Poland;
- 11) creating integrated but not monopolistic economic, technical and commercial information systems between Chamber members;
- 12) preparation of economic and marketing analyses for Chamber members' needs and those which are necessary for statutory activities;
- 13) provision of assistance for members and business entities in different forms and within a varied scope in conducting activities aimed at application scientific, technical or organizational achievements;
- 14) conducting conciliatory proceedings in business disputes to which Chamber members are parties;
- 15) conducting works, preparing opinions, drafts, analyses and studies of scientific and technical nature or commissioning other entities to prepare such;
- 16) appointment of experts of the Chamber, inter alia, in the following fields: the science of commodities, technology, law, granting of permits, certificates, inspections and protecting the market within the limits related to transactions in Poland as well as identifying experts in particular fields to provide their names to Polish and foreign business entities;
- 17) creation of Sections, Committees, Groups etc., both permanent and ad-hoc including, in particular the Experts' Collegial Group of the KIGEiT.

2. In order to carrying the objectives specified in these Statutes the Chamber may conduct business activities on general principles.

### **Chapter 3**

#### **Members, their rights and obligations**

**§ 6.** 1. An entrepreneur which:

- 1) conducts business activities in the field of or for the benefit of electronics or telecommunications, information communication technology as well as in the area of radio or television broadcasting services;
- 2) has its place of residence or its registered office in Poland;
- 3) has documents to confirm its presence on the Polish market for at least previous year or is a successor of an entity which satisfied this criterion subject to par. 2.

may join the Chamber.

2. The requirement as to presence on the Polish market for one year shall not apply to a foreign entrepreneur operating on the European market for at least last year, commencing its business activities in Poland in the form of a newly-created limited liability company or a joint stock company in which the aforementioned foreign entrepreneur is a shareholder holding at least a half of the shares.

3. A member of the Chamber may exercise its rights and perform its obligations in the Chamber in person (natural persons) or by a representative (legal persons and organizational units without legal personality).

**§ 7.** 1. The Chamber does not have authority powers with regard to its members and shall not encroach upon their independence or intervene in their internal affairs.

2. Membership in the Chamber shall not restrict, by operation of law, its members' rights to participate in other associations, parties or unions.

**§ 8.** 1. A candidate wishing to join the Chamber shall file the following documents in writing or electronic form with the Executive Board:

- 1) a membership declaration;
- 2) a excerpt from the relevant register of business entities;
- 3) a registration card containing main information about its activities, authorizations and certificates held;
- 4) a favourable recommendation from two Members of the Chamber;
- 5) personal details including the name and address of person who is to represent the Member in the Chamber.

2. The Executive Board is obliged to consider the documents of the entity wishing to join the Chamber within one month from the date of their submission.

3. The Executive Board shall make a decision to admit or refuse to admit the Candidate for a Member of the Chamber by way of a resolution, notifying the Candidate of the decision in writing within seven days from the date it is made.

4. The Candidate shall become a Member of the Chamber after receiving a favourable decision and paying the entry fee to the Chamber account.

5. In the event of a refusal to join the Chamber, the applicant may appeal to the Council within fourteen days from the receipt of the decision. The appeal will be considered at the next meeting of the Board. The Council shall pass a resolution and serve it on the Candidate within fourteen days. The applicant may appeal to the General Assembly

against the resolution of the Council which is unfavourable for it or if the Council fails to pass a resolution at the aforementioned meeting. The applicant shall submit the appeal to the General Assembly through the Council within thirty days from the receipt of the resolution of the Council. The Council shall be obliged to place the matter on the agenda of the next General Assembly. The resolution adopted by the General Assembly shall be definitive.

6. Detailed admission principles of Candidates wishing to become Chamber Members shall be specified in the Admissions Regulations adopted by the General Assembly.

**§ 9.** 1. The amount of the entry fee and the mode of its payment shall be determined by the resolution of the General Assembly.

2. The amount of the annual membership fee and the dates and mode of its payment shall be determined by the resolution of the General Assembly.

3. The amount of the special purpose fee, its designated use, the scope in which it will be enforced as well as the date and mode of its payment shall be determined by the resolution of the General Assembly or the Council.

**§ 10.** Chamber Members shall be entitled to:

- 1) elect other Chamber Authorities and propose candidates of their representatives to them if these Statutes do not provide otherwise;
- 2) participate in the Chamber General Assembly with the right to vote;
- 3) participate in all forms of the Chamber activities;
- 4) make motions concerning its activities to the Chamber authorities;
- 5) use the advisory, training and information services provided by the Chamber;
- 6) use the assistance of the Chamber in the area of business activities conducted by them, including: finding a Polish or a foreign partner for a joint venture, commissioning a marketing analysis and consulting.

**§ 11.** Chamber Members are obliged to:

- 1) observe the Statutes provisions, regulations and resolutions adopted by the Chamber Authorities;
- 2) pursue the Chamber objectives set forth in these Statutes;
- 3) actively participate in the work of the Chamber;
- 4) care about the credit of the Chamber;
- 5) pay annual membership fees on a regular basis and in timely manner;
- 6) inform the Chamber of important organizational or legal changes as well as their own business activities and, in particular, of the product, commercial or service offer;
- 7) delegate competent employees temporarily so that actions specified in the Statutes may be carried out, including:
  - a) issuing specialized technical assessments,
  - b) training, consulting the employees of customs offices and other State offices as far as electronics and telecommunications are concerned,
  - c) the consumer arbitration,
  - d) preparing market reports or statistical analyses for the needs of State institutions,
- 8) observe community life standards and follow the ethical principles in their activities.

**§ 12.** Chamber Members may subject themselves to voluntary verification by the Chamber as far as the following is concerned:

- 1) certificates of origin for goods;
- 2) technical certificates.

**§ 13.** 1. Membership in the Chamber shall cease in the event of withdrawal, cancellation or exclusion:

- 1) as a result of resignation with effect from the date the Member submits a resignation in writing to the Executive Board;
- 2) as a result of cancellation due to no longer fulfils the membership condition or failure to pay fees in their full amount for the period of three months;
- 3) as a result of exclusion because of non-observance of the Statutes provisions, regulations and resolutions of the Chamber Authorities or when further membership cannot be reconciled with the Chamber objectives or when an action taken by the Member compromises the good name of the Chamber.

2. The cancellation or exclusion of the Member for the reasons referred to in par. 1 above shall take place on the basis of the resolution of the Executive Board with effect from the date when the time for lodging an appeal expires or in the event of lodging an appeal – from the date the resolution of the Executive Board becomes final and binding – the appeal rejection in the appellate procedure specified in par. 3 below.

3. The Member to which the resolution of the Executive Board on the cancellation or exclusion pertains shall be vested with the right to appeal against it to the Council within fourteen days from the receipt of the resolution. The appeal shall be considered at the next meeting of the Council. The Council shall adopt a resolution and shall deliver it to the Member within fourteen days. The Member may appeal to the General Assembly against the resolution of the Council which is unfavourable to him or if the Council does not adopt the resolution at the aforementioned meeting. The Member shall lodge the appeal to the General Assembly through the Council within thirty days from the receipt of the resolution of the Council. The Council is obliged to place the matter on the agenda of the next General Assembly. The resolution adopted by the General Assembly shall be final.

## **Chapter 4**

### **Chamber Authorities**

**§ 14.** 1. The Chamber Authorities shall be as follows:

- 1) The General Assembly;
- 2) The Elected Chamber Authorities:
  - a) The Council,
  - b) The Auditing Commission,
  - c) The Arbitration Commission,
  - d) The Executive Board.

2. The membership of more than one elected Chamber Authorities is not permitted.

**§ 15.** 1. The election procedure of elected Chamber Authorities shall be specified in the Electoral Regulations adopted by the General Assembly.

2. The term of office of elected members of the Chamber Authorities shall be three years and shall be common for all members of the given Chamber Authority.

3. Subject to § 24, the nominal number of members of an elected Chamber Authority shall be determined by the resolution of the General Assembly adopted in each term of office. The number of members of the Chamber Authority determined according to the above procedure shall fall between the minimum and maximum number of Members of the Chamber Authority specified by the Statutes.

4. In the case of the Council, except the nominal number of the Organ members, the General Assembly resolves also the partition of the number of mandatory places in the Council for each branch groups corresponding to present working Sections of the Chamber established in compliance with § 38 Statutes and numbering at least 10 members.

**§ 16.** 1. Subject to § 24, the right to elect members of elected Chamber Authorities shall be vested only in Members of the Chamber. The right to be elected to elected Chamber Authorities shall be vested in the Candidates – natural persons whose names were put forward by Chamber Members.

2. A mandate of the Member of the elected Chamber Authorities shall expire:

- 1) at the time of the expiry of the term of office of the elected Chamber Authority;
- 2) due to a resignation by the member;
- 3) due to a loss of the legal capacity, even if this is a partial loss only;
- 4) because of the member's death.

3. The expiry of the mandate of a member of an elected Chamber Authority, referred to in par. 2 items 2, 3 and 4 shall be stated in the form of the resolution of that Chamber Authority.

4. In the event that as a result of the expiry of the mandate of a member of an elected Chamber Authority, the number of members of the Chamber Authority falls below the minimum number determined by the Statutes, the remaining members of the Chamber Authority shall be vested with the right of co-optation of other persons to the Chamber Authority from among candidates named by the members of the Chamber, provided that the number of the co-opted members of the Chamber Authority does not exceed 1/3 of the number of elected members. The term of office of the co-opted members of the Chamber Authority shall end at the time the term of office of elected members of the Chamber Authority expires. Above principles of co-optation shall not apply to the Executive Board. The by-elections to the Executive Board shall be conducted by the Council pursuant to the principles set forth in § 24.

## **Chapter 5**

### **General Assembly**

**§ 17.** 1. The General Assembly shall be the supreme Chamber authority resolving all matters within its competence resulting from the pursuit of the statutory objectives.

2 Chamber Members shall attend the General Assembly by natural persons who are their representatives or proxies.

3. Each Chamber member shall have one vote at the General Assembly.

4. Also invited guests may attend the General Assembly.

5. The General Assembly shall be Ordinary or Extraordinary.

**§ 18.** 1. The Ordinary General Assembly shall be convened by the Executive Board once a year by 30 June at the latest.

2. The Extraordinary General Assembly shall be convened in justified cases by the Executive Board on its own initiative or at the request of the Council, the Auditing Commission or at least 10% of the Chamber Members.

3. The Chamber Authority requesting that the Extraordinary General Assembly be convened shall determine its agenda.

4. The Extraordinary General Assembly shall be held not earlier than thirty days, but not later than sixty days from the date of the request to convene it and shall debate only the matters placed on the agenda.

5. The Executive Board is obliged to notify all the Chamber Members of the time of the General Assembly thirty days prior to its time by sending written notices by registered mail or by electronic means guaranteeing the effective forwarding of information (acknowledgment of receipt).

6. The Executive Board shall notify all the Chamber members of the venue and agenda of the General Assembly fourteen days before its time in the manner set forth in par. 5 above.

**§ 19.** 1. The General Assembly shall be opened by the President or, in his absence, by the Vice President. The person opening the meeting shall order the election of the Chairperson of the Meeting.

2. The General Assembly shall be held pursuant to the Meetings Regulations adopted by the General Assembly.

3. General Assembly is permitted to adopt resolutions only in matters placed on the agenda.

4. With exceptions specified in these Statutes, resolutions of the General Assembly shall be passed by a simple majority of total votes cast if not less than a half of the Members are attended at the first fixed time. If there is no quorum at that time, the General Assembly shall be held at the second fixed time on the same day as set forth in the notice convening the General Assembly and its resolutions in all matters placed on the agenda shall be effectual irrespective of the number of the representatives of the Members present. The information thereon shall be included in the notice convening the General Assembly.

5. The resolutions of the General Assembly shall be signed by its Chairperson.

**§ 20.** The powers of the General Assembly shall be as follows:

- 1) adopting long-term directions and plans of action of the Chamber and assessment of their implementation;
- 2) election and dismissal of members of the Council, the Auditing Commission and the Arbitration Commission in a secret ballot;
- 3) election and dismissal of the President of the Executive Board in a secret ballot;
- 4) exoneration of the Council and the Executive Board at the request of the Auditing Commission;
- 5) approval of the reports of the Audit Commission and the Arbitration Commission;
- 6) adoption the Statutes and their amendments;

- 7) consideration of the appeals against other Chamber Authority decisions in cases identified in the Statutes;
- 8) adoption resolutions in other matters reserved in these Statutes for the competence of the General Assembly.

## **Chapter 6**

### **Council of the Chamber**

**§ 21.** 1. The Council of the Chamber shall be composed of at least 15 and not more than 25 members elected by the General Assembly in a secret ballot from among an unlimited number of candidates put forward by the participants in the General Assembly having voting rights and by present working Sections of the Chamber established in compliance with § 38 Statutes and numbering at least 10 members in writing within 14 days before fixed date of the General Assembly to the President of the Chamber's Executive Board.

2. Each Chamber Member may put forward candidates to the Council at the General Assembly.

3. Members of the Council shall elect the Chairman and the Vice Chairman from among its members in a secret ballot from among an unlimited number of candidates by a simple majority of total votes cast in the presence of at least half of the nominal number of the members of the Council. The dismissal shall take place pursuing the same procedure.

4. The Chairman and the Vice Chairman of the Council may attend the meetings of all Chamber Authorities.

**§ 22.** 1. The Council shall meet at least twice a year. First meeting at which the Chairman and the Vice Chairman as well as the Executive Board shall be elected shall be held on the same day as the General Assembly which elected the Council.

2. Meetings of the Council shall be convened by the Chairman of the Council on his own initiative or at the request of the President, the Audit Commission or at least 1/5 of the members of the Council.

3. The Chairman shall be obliged to notify all members of the Council of the time, the venue and the agenda of the meeting of the Council fourteen days prior to the time thereof by sending notices in writing by registered mail or by electronic means guaranteeing the effective forwarding of information (acknowledgement of receipt).

4. The Meetings of the Council shall be chaired by the Chairman of the Council or, in his absence, by the Vice Chairman of the Council. First meeting shall be opened and conducted by the Chairman of the General Assembly until the Chairman of the Council is elected.

5. With exceptions specified in these Statutes, resolutions of the Council shall be passed by a simple majority of total votes cast if not less than a half of the members of the Council are attended at the first fixed time. If there is no quorum at that time, the meeting of the Council shall be held at the second fixed time on the same day as set forth in the notice convening the meeting of the Council and its resolutions in all matters placed on the agenda shall be effectual irrespective of the number of members of the Council present. The information thereon shall be included in the notice convening the meeting of the Council.

6. The voting at meetings of the Council shall be done by show of hands unless the Statutes of the Chamber states otherwise or at least one member of the Council requested

a secret ballot. In the event such a motion is put forward, the Council shall make a decision as to the mode of voting by a simple majority of votes.

7. Following persons may participate in the meetings of the Council with the right to have their say in the discussion:

- 1) the President and the Vice President;
- 2) the Chairmen of the Audit Commission and the Arbitration Commission;
- 3) The Chairmen of the Branches, Sections and Committees;
- 4) Other invited persons.

8. Detailed principles of the Council proceedings shall be set down by Working Regulations adopted by the Council and approved by the General Assembly.

**§ 23.** The powers of the Council of the Chamber shall be as follows:

- 1) implementation of the resolutions of the General Assembly;
- 2) determination of annual action plans of the Chamber;
- 3) passing the annual budget of the Chamber and its amendments during the course of the year if needed;
- 4) approval of and supervision over the implementation of action plans of the Executive Board;
- 5) approval of the balance sheet, profit and loss account and other components of the annual financial statement of the Chamber;
- 6) adopting resolutions on the commencement, conduct and cessation of business activities by the Chamber – at the request of the Executive Board;
- 7) making decisions in matters of joining the existing companies, co-operatives, foundations and other organizations, including business and social organizations or joining those created with the participation of the Chamber – at the request of the Executive Board;
- 8) making decisions in matters concerning the disposal and acquisition of real estate – at the request of the Executive Board;
- 9) adopting a position of the Chamber on matters essential to the business activities of the Chamber Members,
- 10) passing resolutions on the formation of Branches of the Chamber;
- 11) making decisions on the Chamber joining or withdrawing from Polish or foreign organizations;
- 12) examining complaints and requests concerning the activities of the Chamber with the right to refer them for consideration to the Arbitration Commission;
- 13) defining the principles of remunerating the President and the Vice President;
- 14) commencing and termination of the employment relationship with the President and the Vice President based on employment contracts;
- 15) applying to the General Assembly for the dissolution of the Chamber;
- 16) adopting resolutions in other matters reserved for the competence of the Board by these Statutes.

## **Chapter 7**

### **Executive Board of the Chamber**

**§ 24.** 1. Executive Board is an executive body representing the Chamber.

2. Executive Board shall be composed of at least 5 and not more than 9 persons.

3. Executive Board shall be composed of:

- 1) President,
- 2) Vice President,
- 3) Members.

4. The President shall be elected and dismissed by the General Assembly in a secret ballot by an absolute majority of total votes cast. He shall be elected from among the candidates who received a recommendation from the representatives of at least 10% of the Chamber members.

5. The Executive Board shall be elected and dismissed by the Council in a secret ballot by an absolute majority of total votes cast, if not less than a half of the members of the Council are attended, from among candidates presented by the President of the Chamber. The Council shall determine, at the request of the President, the nominal number of the members of the Executive Board in a given term of office.

6. Members of the Executive Board shall elect and dismiss the Vice President from among its members, at the request of the President, in a secret ballot by a simple majority of total votes cast if not less than a half of the members of the Executive Board are attended.

7. The President and the Vice President shall be regular employees of the Chamber.

8. The Council shall represent the Chamber in contracts between the Chamber and the Executive Board Members and, in particular, in the employment contracts concluded with the President or the Vice President, with the Chairman or the Vice Chairman of the Council acting on its behalf.

**§ 25.** 1. Meetings of the Executive Board shall be held at least once in a quarter. First meeting at which the Vice President shall be elected, shall be held on the same day as the meeting of the Council which elected the Executive Board.

2. Meetings of the Executive Board shall be convened and chaired by the President or, in his absence, by the Vice President. A meeting of the Executive Board shall be convened:

- 1) on its own initiative;
- 2) at the request of the Council;
- 3) at the request of the Auditing Commission.

3. The following persons may participate in the meetings of the Executive Board with the right to have their say in the discussion:

- 1) Chairman of the Council;
- 2) Chairmen of the Auditing Commission and the Arbitration Commission;
- 3) Chairmen of the Branches, Sections and Committees;
- 4) other invited persons.

**§ 26.** 1. The Executive Board shall represent the Chamber externally and manage its day-to-day activities, adopting resolutions in all matters not reserved for the competence of other Chamber Authorities.

2. Resolutions of the Executive Board shall be adopted by a simple majority of total votes cast if not less than a half of the members of the Executive Board are attended.

3. At the request of the President, the Executive Board may adopt resolutions in circular mode using e-mail.

4. At the request of the President, the Executive Board may appoint permanent or ad hoc committees for the purposes of providing opinions, advice or working groups.

5. The principles of operation of the Executive Board as well as the tasks and duties of the President and the Vice President related to running the matters of the Chamber, the management of its assets and the performance of the tasks specified in the Statutes shall be set forth in the regulations adopted by the Executive Board and approved by the Council.

6. In other matters not reserved for the competence of the Executive Board or other Chamber Authorities decisions shall be taken by the President, or in his absence, by the Vice President.

**§ 27.** 1. All members of the Executive Board shall be authorized to represent the Chamber individually subject to par. 2 below.

2. Joint participation of the President or, in his absence, the Vice President with another member of the Executive Board shall be required to make declarations of will concerning its rights and financial obligations on behalf of the Chamber.

3. The Executive Board may appoint attorneys to perform activities not exceeding the ordinary management if such need arises.

**§ 28.** The powers of the Executive Board shall include the following, in particular:

- 1) implementation of the resolutions of the General Assembly and the Council;
- 2) preparation of action plans for the Executive Board;
- 3) preparation of financial preliminary estimates and a draft budget of the Chamber and amendments therein during the year;
- 4) preparation of the balance sheet, the profit and loss account and other components of the annual financial statement of the Chamber;
- 5) management of the assets of the Chamber;
- 6) conducting the business activities of the Chamber;
- 7) issuing and public announcement of information, opinions and statements of the Chamber;
- 8) promotion of the Chamber activities;
- 9) giving consent to the patronage by the Chamber, the utilization of the KIGEiT's logo and sponsoring of events by the Chamber;
- 10) making decisions to create special purpose funds – at the request of the President;
- 11) passing resolutions to form Sections and Committees – at the request of the President;
- 12) cooperation on a day-to-day basis with Sections, Committees and other collegial bodies;
- 13) appointment of the Experts' Collegial Group and maintenance of the list of Experts of the Chamber – at the request of the President;
- 14) approval of the organizational structure of the Chamber – at the request of the President;
- 15) fixing the principles of remuneration of the employees of the Bureau at the request of the President;
- 16) signing agreements with legal and natural persons;

- 17) examination of complaints and requests concerning the activities of the Chamber;
- 18) preparation of motions and drafts in all matters belonging to the competence of the Council;
- 19) adoption of the resolutions in all matters not reserved for the competence of other Chamber Authorities.

## **Chapter 8**

### **Auditing Commission**

**§ 29.** 1. The Auditing Commission shall be composed of at least 3 and not more than 5 persons elected by the General Assembly by a simple majority of votes cast pursuant to the procedure specified in the Electoral Regulations adopted by the General Assembly.

2. The Auditing Commission is an internal control authority of the Chamber.

3. Members of the Auditing Commission are not allowed to be members of other Chamber Authorities or its employees working on a regular basis.

4. The Auditing Commission shall elect and dismiss its Chairman and Vice Chairman from among its members by a simple majority of total votes cast in a secret ballot.

**§ 30.** 1. Meetings of the Auditing Commission shall be held when such a need arises, but not less frequently than once in six months. First meeting at which the Chairman and Vice Chairman will be elected, shall be held on the same day as the General Assembly which elected the Auditing Commission.

2. The Chairman of the Auditing Commission or, in his absence, the Vice Chairman shall convene meetings of the Commission, shall chair them and manage its activities.

3. Resolutions of the Auditing Commission shall be adopted by a simple majority of total votes cast in the presence of at least half of the number of members of the Commission.

4. The principles of operation of the Auditing Commission and the procedure how to pursue matters under consideration shall be specified in the regulations adopted by the Commission and approved by the General Assembly.

**§ 31.** The powers of the Auditing Commission shall be as follows:

- 1) checking the implementation of the resolutions of the Chamber Authorities;
- 2) controlling the management of the Chamber assets;
- 3) controlling the business activities of the Chamber;
- 4) on-going and annual inspections of all the Chamber activities and particularly its financial management;
- 5) examination of the accounting documents and the compliance of the expenditure with the financial plan of the Chamber;
- 6) putting forward requests and comments concerning the day-to-day activities of the Chamber and particularly its financial management to the General Assembly and to the Board;
- 7) appointment of the auditor to audit the financial statements;

- 8) verification of the balance sheet, the profit and loss account and other components of the annual financial statement of the Chamber and presentation its opinion on the financial statements to the Board;
- 9) submission of reports on its activities to the General Assembly together with the proposals to give the exoneration of the Council and the Executive Board;
- 10) applying to the Assembly for the dismissal of the President;
- 11) requesting the Council to dismiss a member of the Executive Board;
- 12) applying to the General Assembly for the dissolution of the Chamber.

## **Chapter 9**

### **Arbitration Commission**

**§ 32.** 1. The Arbitration Commission shall be composed of at least 3 and not more than 5 persons elected by the General Assembly by a simple majority of votes pursuant to the procedure described in the Electoral Regulations adopted by the General Assembly.

2. The Arbitration Commission is created to make decisions in disputes referred to it by Chamber Members or the Chamber Authorities.

3. Members of the Arbitration Commission are not allowed to be members of other Chamber Authorities or its employees working on a regular basis.

4. The Arbitration Commission shall elect, from among its members, the Chairman and the Vice Chairman by a simple majority of votes cast in a secret ballot.

**§ 33.** 1. Meetings of the Arbitration Commission shall be held when such a need arises, but not less frequently than once in six months. First meeting at which the Chairman and Vice Chairman will be elected, shall be held on the same day as the General Assembly which elected the Arbitration Commission.

2. The Chairman of the Arbitration Commission or, in his absence, the Vice Chairman shall convene meetings of the Commission, shall chair them and manage its activities.

3. The principles of operation of the Arbitration Commission and the procedure how to pursue matters under consideration shall be specified in the regulations adopted by the Commission and approved by the General Assembly.

**§ 34.** 1. The powers of the Arbitration Commission shall be to decide in the matters related to the violation of the members' rights and obligations under the Statutes and the violation of ethical principles between:

- 1) members of the Chamber;
- 2) members of the Chamber Authorities;
- 3) members of the Chamber Authorities and members of the Chamber.

2. The Commission shall initiate proceedings at the request of an involved party.

3. The Commission shall forward the decisions made in the matters under consideration to the involved parties and the Council.

## **Chapter 10**

### **Organizational units of the Chamber**

**§ 35.** The Bureau of the Chamber being its organizational unit, shall be created for the performance of the tasks specified in these Statutes. The tasks of the Bureau shall include the following, in particular:

- 1) implementation of the resolutions of the Chamber Authorities;
- 2) organizing day-to-day activities of the Chamber based on action plans and resolutions of the Chamber Authorities;
- 3) servicing the Chamber Authorities in terms of organization, administration and preparation of their meetings as far as their organization is concerned.

**§ 36.** 1. The Chamber may also create other units functionally and organizationally separated in order to perform the tasks specified in these Statutes and, in particular, to conduct business activities.

2. Detailed principles of operation and the organizational structure of the Bureau and the separated units shall be specified in the regulations approved by the Executive Board of the Chamber at the request of the President.

3. The President of the Executive Board shall be the head of the employing establishment within the meaning of the provisions of labour law and shall manage day-to-day activities of the Bureau and other separated units referred to in par. 1 above.

**§ 37.** 1. Branches of the Chamber shall be created by the Board by way of a resolution adopted at the unanimous request of at least 10 members of the Chamber.

2. The applicants are obliged to attach the Branch Regulations, subject to the approval by the Council, to the request for the adoption of the resolution on the creation of the Branch.

3. In the event that the Council does not grant the request for the creation of the Branch nor such request is considered within 60 days from its submission, the applicants may appeal to the General Assembly.

**§ 38.** 1. Sections of the Chamber shall be created by the Executive Board by way of a resolution adopted at the unanimous request of at least 10 members of the Chamber.

2. The applicants shall be obliged to attach the Section Regulations, subject to the approval by the Executive Board of the Chamber, to the request for the adoption of the resolution on the creation of the Section.

3. In the event that the Executive Board does not grant the request for the creation of the Section nor such request is not considered within 60 days from its submission, the applicants may appeal to the Council.

**§ 39.** 1. The Committees of the Chamber shall be created by the Executive Board by way of a resolution adopted at the request of the President.

2. The President shall be obliged to attach the Terms of Reference and the Regulations of the Committee, subject to the approval by the Executive Board, to the application for the adoption of a resolution on the creation of a Committee.

## **Chapter 11**

### **Assets and budget of the Chamber**

**§ 40.** 1. The income of the Chamber shall come from the following sources:

- 1) registration fee;
- 2) membership and special purpose fees;
- 3) revenues in respect of own activities and the income from the Chamber assets;
- 4) subventions, inheritance, donations and bequests from other persons or institutions;
- 5) special purpose subventions from the state budget;
- 6) others.

2. The revenues from the assets of the Chamber shall be earmarked only for the purposes specified in these Statutes and must not be distributed among its members.

**§ 41.** 1. The financial plan of the Chamber for the calendar year shall be adopted by the Council at the request of the Executive Board after seeking the opinion from the Auditing Commission.

2. The financial plan of the Chamber shall also encompass the operations results of the separated units operating on the principle of economic accountability.

3. In the event that the activities of the Chamber are extended during the course of a calendar year requiring an amendment to the financial plan, the Executive Board shall put forward a draft of the relevant amendments to that plan to the Council.

**§ 42.** The principles of rendering free-of-charge and paid services to members of the Chamber shall be defined by the Executive Board.

## **Chapter 12**

### **Final provisions**

**§ 43.** Resolutions amending the Statutes or liquidating the Chamber shall be passed by the General Assembly by a 2/3 majority of votes at the first time specified in the presence of at least 2/3 of those vested with the right to vote and by a 2/3 majority of votes at the second time specified irrespective of the number of the persons present. The information thereon shall be included in the notice convening the General Assembly.

**§ 44.** In the event of a change in a legal basis for the operation of the Chamber, it may be transformed in terms of its organization without the necessity to initiate the liquidation process.

**§ 45.** 1. In the event passing the resolution to liquidate the Chamber, the General Assembly shall appoint a liquidator and shall determine purposes for which the assets of the Chamber should be designated. Such a resolution shall be filed with the registry court.

2. The duties of the liquidator shall be as follows:

- 1) preparation of the liquidation opening balance sheet and the list of creditors;

- 2) preparing a financial plan of the liquidation and the plan for meeting liabilities;
- 3) debt collection;
- 4) meeting liabilities and liquidation of the assets;
- 5) filing an application with the Court for the Chamber to be deleted from the Register;
- 6) transfer of the documentation to the state archives.

3. In the event that there are no funds for the liquidation of the Chamber, the costs of liquidation shall be covered from the funds of its Members.

**§ 46.** In matters not regulated in the Statutes the provisions of the Act of 30 May 1989 (as amended) on Chambers of Commerce shall apply.

**§ 47.** 1. These Statutes shall enter into force on 1 October 2006.

2. Provision of §§ 4, 5, 6, 15, 21, 22, 24, 27, 30 and 33 was modified by General Assembly on 19 June 2008.