

# **The Consolidated Text of the Constitution of the Polish-Swiss Chamber of Commerce**

## **§1**

### **Legal form of the Polish-Swiss Chamber of Commerce**

1. The Polish-Swiss Chamber of Commerce, further referred to as "the Chamber", operates under the Chambers of Commerce Act of 30 May 1989 (Journal of Laws [JoL] No. 35/.195 as amended by JoL No. 75/ 368/1992 and JoL No. 43/. 189/1996) The Chamber is a self-governing business organisation, and is a bilateral Chamber of Commerce according to this Act.
2. The name of the Chamber is the Polish-Swiss Chamber of Commerce. The Chamber may use the trade name Swisschamber Poland, the name in the German language Polnisch-Schweizerische Wirtschaftskammer, and its distinctive graphic sign.

## **§2**

### **The Registered Office of the Chamber**

The Registered Office of the Chamber is in Warsaw. The Chamber operates on Polish territory and abroad. The Chamber may establish branches on the territory of its activity.

## **§3**

### **The Activity of the Chamber**

1. The main objective of the Chamber is to support, inspire and develop economic cooperation between Poland and Switzerland.
2. The Chamber:
  - supports and protects the economic interests of its members,
  - collects and spreads information on the state of economic development and conditions for conducting business in both countries,
  - takes a position and shapes public opinion on matters concerning Polish-Swiss economic cooperation and the interests of its members,
  - organises symposiums, conferences, seminars, and other economic and promotional events, and supports and organises supplementary professional training initiatives for its members; supports and mediates in establishing contacts between companies from both countries,
  - offers economic advisory services, in particular, by producing opinions, reports and market analyses.
3. The Chamber pursues its aims in close cooperation with the Swiss partner chamber in particular by
  - the arrangement of mutually agreed programme of activities
  - the organisation of joint events and other projects,
  - holding joint annual Board of Directors meetings.

## **§4 Members**

The following business entities may become members of the Chamber:

- Polish entities conducting business,
- Legal entities with registered office abroad,
- Natural persons resident abroad,
- Companies without corporate personality, founded under the laws of foreign countries.

## **§5 Membership and its termination**

1. A new member is accepted on the basis of an application. In signing a declaration a candidate endorses the Constitution of the Chamber. A candidate is accepted by the decision of the Board of Directors.
2. The termination of membership follows as a result of:
  - the death of a natural person,
  - the cessation of business activity or loss of legal entity status,
  - resignation,
  - exclusion.

Resignation can only be tendered with two months' notice.

3. The Board may terminate the membership of a member in case of a serious breach of the member's obligations. A failure to pay the membership fees for more than three months from the due date, despite receiving a demand for payment, is considered to be one of the reasons for exclusion of a member.
4. The decision of the Board to turn down an application for membership or to expel a member a member may be appealed by the given candidate or, in the case of expulsion, by a member of the Chamber, within seven days from receiving the notification, to the General Meeting. The appeal must be considered at the next General Meeting.

## **§6 The Rights and Obligations of Members**

1. Every member has an active and a passive right to vote, as well as a general right to vote at the General Meeting.
2. Members may use the services offered by the Chamber. The services are chargeable if they require special resources.
3. A member is obliged to support the Chamber in fulfilling its aims, obey the Constitution and pay membership fees.

## **§7 Membership fee**

1. The membership fee for the following year is determined annually at the General Meeting.
2. Membership fees for the current year are payable by 31 March at the latest. Members admitted during the financial year pay a fee reduced by one fourth for each completed quarter before their date of admission.
3. Membership fees are payable into the bank account of the Chamber.
4. In exceptional cases, the Board of Directors may award a discount of the membership fee or accept its payment by instalments. In particular, discounts may be granted to double members who belong simultaneously to a partner chamber in Switzerland.

## **§8 The Chamber's Governing Bodies**

The Chamber's governing bodies are:

- The General Meeting,
- The Board of Directors,
- An Audit Committee.

## **§9 General Meeting**

1. A General Meeting is the highest decision making body of the Chamber
2. A General Meeting is convened by the Board of Directors. A Ordinary General Meeting must be held within six months of the end of a financial year at the latest.  
  
An Extraordinary General Meeting is convened by the Board of Directors in case of necessity.
3. The Board of Directors is obliged to convene an Extraordinary General Meeting on demand of one fifth of the members.
4. The General Meeting is convened by written invitation, which must be sent no later than three weeks before the date of the Meeting. A written agenda of the meeting is attached to the invitation.
5. The President or a Vice President presides over a General Meeting.
6. Members vote in person or by proxy. A proxy must be authorized in writing. As a rule, the voting at the General Meeting is open. A secret ballot is ordered when electing the Chamber's governing bodies, and also on demand of a member present at the Meeting.
7. Resolutions are passed by a simple majority of votes cast at the Meeting.
8. Resolutions on changes to the Constitution and dissolution of the Chamber require the consent of two thirds of the votes cast at the Meeting.

## **§10 Competences of a General Meeting**

A General Meeting adopts resolutions on the following issues:

- Approval of the balance sheet, the profit and loss account and the annual reports of the Board of Directors and the Audit Committee for the given financial year,
- Appointment and dismissal of members of the Chamber's governing bodies,
- Approval of the activities of the Board members,
- Approval of the annual budget and programmes for the next year
- Setting the level of membership fees,
- Considering appeals concerning member issues,
- Changing the Constitution,
- The dissolution and liquidation of the Chamber
- Motions tabled by members at the General Meeting in accordance with the agenda.

## **§11 The Board of Directors**

1. The Board of Directors is comprised of not less than three members.
2. A Member of the Board is elected for a two-year term that ends on the day of a Ordinary General Meeting after that term. The Board constitutes itself independently. The Board may adopt organisational regulations concerning the activities of the Board.
3. The Board conducts the activity of the Chamber and has competence in all matters, excepting those which have been assigned to other organs. The Chamber is represented externally by two members of the Board jointly, including the President of the Chamber or one of the Vice Presidents. The Board may appoint further proxies.
4. Resolutions of the Board require a simple majority vote of members present at the meeting. In case of a tie, the President has the casting vote.
5. In case of resignation or expiry of the mandate of a Member of the Board for other reasons during a term of office, the Board has the right to co-opt another person to that position. The Board requests confirmation of the appointment of the co-opted member at next General Meeting. If approved, the appointment of the member is valid until the end of the term of the Board.

## **§12 Audit Committee**

The Audit Committee is comprised of three members appointed for a two-year term which lasts until the day of a Ordinary General Meeting held after the expiration of the term.

Tasks of the Audit Committee include:

- Current and annual control of the financial condition of the Chamber,
- Examination of accounts,

- Presentation of the report of the audit conducted by the Committee to the General Meeting, and proposals concerning approval for the Board members.

### **§13 Office of the Chamber**

1. In order to conduct the current activity of the Chamber, the Board appoints a Director of the Chamber who is responsible for the organisation of the office of the Chamber.
2. The Director of the Chamber shall be authorised to represent the Chamber in its current activity in accordance with instructions of the Board.

### **§14 Financial Assets of the Chamber**

The Chamber is a non-profit institution. The assets of the Chamber consist of:

- Membership fees,
- Charges for services offered by the Chamber,
- Free of charge benefits, inheritance, donations and legacies,
- Subsidies and donations,
- Income from economic activity, which may only be allocated to fulfil the statutory aims of the Chamber,
- Income from the assets of the Chamber.

Members of the Chamber have no rights to the assets of the Chamber and are not responsible with their own property for the liabilities of the Chamber, with the exception of a responsibility as prescribed by law for the liquidation costs of the Chamber in case of lack of funds to liquidate the Chamber.

### **§15 Financial year**

A financial year is the calendar year.

### **§16 Dissolution and liquidation of the Chamber**

In case of dissolution and liquidation of the Chamber, its financial assets are to be given to a Polish legal entity whose statutory aims are similar to the aims of the Chamber.

Liquidators of the Chamber are the members of the Board.

### **§17 Final provisions**

For matters not regulated by this constitution, the regulations of the Chambers of Commerce Act of 30 May 1989 as further amended, as well as other Polish law regulations, shall apply.