

STATUTES OF THE EMPLOYERS' UNION

Belgian Business Chamber (BBC)

I GENERAL PROVISIONS

§ 1. FORM

The undersigned are setting up an Employers' Union (hereinafter called the „Chamber”).

§ 2. REGISTERED OFFICE

The Chamber's registered office is in Warsaw.

§ 3. TERRITORY OF CONDUCTING ACTIVITY

The Chamber conducts its activity on the territory of the Republic of Poland and abroad, pursuant to applicable provisions of law.

§ 4. NAME

The Chamber conducts its activity under the name “Belgian Business Chamber” in English or Belgijska Izba Gospodarcza in Polish. The Chamber may use its abbreviated name «BBC» and the relevant logo.

§ 5. MEMBERSHIP OF THE CHAMBER IN OTHER ORGANIZATIONS

The Chamber may be a member of national and international organizations, with similar or complementary activity.

§ 6. DURATION

The Chamber has been established for an unlimited period of time.

§ 7. RESPONSABILITY FOR THE LIABILITIES OF THE CHAMBER

The Chamber is responsible, on its assets, for all liabilities assumed in its name. The members of the Chamber do not carry any individual responsibility for these liabilities.

II FUNDAMENTAL GOAL AND TASKS OF THE CHAMBER, METHODS AND FORMS OF THEIR EXECUTION (PERFORMANCE)

§ 8. GOAL OF THE CHAMBER

1. The fundamental goal of the Chamber is the protection of the rights of the Members of the Chambers and the representation of their interests, particularly of their economic interests, as well as, support, inspire, facilitate the development of our Members' economic interests, foster and promote economic and trade cooperation with relevant government and business bodies in the Republic of Poland and the Kingdom of Belgium in order to promote bi-lateral business relations.

2. The goals of the Chamber are, in particular:
 - a) provision of services for Members' in the analysis of the market, market promotion and other form of the marketing and consultancy services,
 - b) provision of services for Members' in establishing of the company on the Polish or Belgian market, the activities of head offices, management consultancy activities,
 - c) to develop and promote economic and trade cooperation with domestic and foreign traders, research institutions, local governments and other organizations,
 - d) providing information on the economic situation of the Republic of Poland and the Kingdom of Belgium, including information about current economic and trade policies,
 - e) providing information supporting Members' business activities,
 - f) to support business initiatives,
 - g) provision of supporting services for businesses entities in entering the Polish or Belgian market, or in the performance of current operations,
 - h) pursuit of economic activity in domestic and foreign markets, in order to obtain funds for carry out statutory activities,
 - i) to gain, collect and use the funds for statutory activities of the Chamber.
3. The Chamber achieves its goal by carrying out the following activities:
 - a. organization of press conferences, information seminars, thematic meetings, symposia, conferences, business meetings, discussions, exhibitions and other initiatives for a promotional nature and participation in such projects in the country or abroad,
 - b. organize and support initiatives for education, including training, courses and participation in it,
 - c. release and publish promotional materials aimed at promote Members of the Chamber,
 - d. release and publish general materials, catalogs, surveys or other promotional and informational materials,
 - e. organization of exhibitions, competitions, urban games and other forms of entertainment,
 - f. organization of cultural, sports and social events,
 - g. pursue training, publishing, and social activity conduct scientific and social research,
 - h. funding of scholarships,
 - i. support of activities aiming at the natural environmental protection.
4. The Chamber may take any other legally authorized, activities serving the objective set out in paragraph. 1 or 2.

9. FUNDING AND PERFORMANCE OF THE CHAMBER'S GOAL

1. The Chamber is a non-profit organization. The Chamber covers the costs of their activities by charging or obtaining:
 - a. membership fees,
 - b. unpaid increments, in particular: inheritance, donations and bequests,
 - c. support, grants and subsidies,
 - d. charges for services,
 - e. interests and other incomes from other cash deposits of the Chamber,
 - f. income from Chamber business activities, which can be used only for the statutory purposes of the Chamber.

2. Financing of the Chamber goals, which are stipulated in § 8 through performing business activity, referred to in section 1 f of this paragraph, is concluded in particular through the object of the major activity of the Chamber:
 - 1) The object of the major activity of the Chamber in accordance to Polish Classification of Activity (PKD 2007) are: 94.11.Z – Services furnished by business and employers membership organisations;
 - 2) The object of the other activities of the Chamber, in accordance to Polish Classification of Activity, is as follows:
 - a. 18 – printing and reproduction services of recorded data,
 - b. 47 – retail trade service, except of motor vehicles and motorcycles,
 - c. 63 – information services,
 - d. 70 – services of head offices; management consulting services,
 - e. 73 – advertising and market research services,
 - f. 79 – travel agency, tour operator and other reservation services and related services,
 - g. 82 – office administrative, office support and other business support services,
 - h. 85 – education services,
 - i. 93 – sport services and amusement and recreation services.

III MEMBERSHIP

§ 10. STATUS OF MEMBER

1. Members of the Chamber are divided into ordinary and honorary members (hereinafter individually « the Member » and collectively « the Members »).
2. Every Belgian business entity and/or any other business entity linked with Belgium can become a member of the Chamber, as long as it respects the terms and conditions of this statutes and the act on employers organizations.
3. The Ambassador of Belgium in Poland is the Honorary President and Honorary Member of the Chamber. The Representatives of the Promotion offices of the Belgian Regions in Poland, Honorary Consuls of Belgium in Poland all the former Presidents of the Chamber and the former Presidents of the Association named “Belgian Business Chamber” (BBC) are Honorary Members of the Chamber.
4. Status of the Honorary Member may be granted to associations, other non-profit organizations and other persons who distinguishably contributed to the Chamber’s foundation and activities or activities of the Association named Belgian Business Chamber (BBC).
5. Ordinary or honorary membership is granted by the Management Board by way of a resolution.

§ 11. CONDITIONS OF MEMBERSHIP ACQUIREMENT

1. To become Member of the Chamber, the candidates shall submit their membership declaration to the Management Board of the Chamber in any form e.g. by mail, e-mail.

2. The Management Board adopts a resolution on admitting new Members on the next meeting after receiving the membership declaration.
3. The ordinary membership is granted by the Management Board's resolution at the moment the candidate settles the membership fee.
4. The honorary membership is granted at the moment of adopting of the relevant resolution by the Management Board. The Management Board grants the honorary membership to the personalities referred to in the §10.3 hereinabove at the moment they advised it of their intention to become a Honorary Member of the Chamber.

§ 12. RIGHTS OF MEMBERS

1. The ordinary Members have the following rights:
 - a. voting right on the General Meeting of the Members,
 - b. right to elect and be elected to the Management Board;
 - c. right to participate in the Chamber's activities, including proposing new ways of expansion;
 - d. right to use the resources made available by the Chamber to Members,
 - e. right to refer to membership in the Chamber in business correspondence of the Member and- subject to the Management Board's approval- to use the logo of the Chamber.
2. All rights and obligations of the ordinary Members apply to honorary Members excluding the right to elect, or be elected, and the voting right on the General Meeting of the Members.

§ 13. OBLIGATIONS OF MEMBERS

Members of the Chamber have the obligation to:

- pay membership fee,
- comply with the provisions of this statutes and resolutions adopted by the Chamber,
- comply with the law and ethical norms,
- participate in the performance of the statutory aim of the Chamber,
- see to good reputation of the Chamber.

Honorary members do not pay membership fee.

§ 14. LOSS OF THE MEMBERSHIP

1. Loss of the status of Member may occur as a result of:
 - liquidation, bankruptcy or death; loss of membership occurs on the day of the Member's erasing from the relevant register or sole trader's death;
 - resignation of the membership; loss of membership occurs on the day of notification to the Management Board;
 - exclusion by the Management Board because of important reasons, in particular for not paying the membership fee in compliance with this statutes.
2. The Management Board decides on the exclusion of a Member by way of a resolution adopted by the majority of 2/3 votes of present Members.
3. An excluded member may lodge an appeal against a relevant Management Board's resolution on the membership loss. This appeal shall be delivered to the Management Board

within 30 days from the date of receipt of this resolution. The General Meeting shall decide on the appeal during its next meeting .

4. A Member excluded from the Chamber may rejoin the Chamber after one year of the date the resolution on its exclusion became final.

§ 15. MEMBERSHIP FEES

1. Amount of the membership fee is defined each year by the Management Board at the latest on the 31st of December.
2. In case the Management Board would fail to define by December 31 new fees, the current fee would remain valid.
3. The annual membership fee shall be paid by 28 February of the year for which it has been established or within 1 month from the date of the resolution on admission of a new Member. A Member who lost his Membership status during the year is obliged to pay a membership fee corresponding to the number of months of the membership period in that year. A Member admitted to the Chamber in the course of the year shall pay the membership fee equal to the number of months remaining to the end of the calendar year.
4. Membership in the Chamber will be suspended if the Member does not pay a membership fee within 2 months from the date of issuing the invoice. The suspension of a Chamber member's rights for the reasons specified in the this paragraph shall not require any additional actions on the part of the Chamber Authorities. Suspension of a member's rights shall mean suspension of all rights resulted from the Chamber's Statute. The suspension shall be revoked within 7 working days counting from the moment when the membership fee has been credited to the Chamber's account and fulfilling of the provisions of the Statute. Suspension of a member's rights shall not prevent the exercise of the Management Board's right under § 14 Sec. 1 of the Rules of Procedure. 1, third indent.
5. The suspension of the rights of a member shall not preclude the right to enforce the nonpaid membership fees for the duration of the membership, including filing the lawsuit for payment. The execution of not paid membership fees for the duration of membership can be claimed both at the time of suspension of membership and after termination of membership.

IV. ORGANISATION OF THE CHAMBER

§ 16. THE CHAMBER'S BODIES

The Chamber's bodies are:

- General Meeting of the Members (« General Meeting »),
- Management Board of the Chamber (« Management Board »).

§ 17. GENERAL MEETING

1. The General Meeting may be ordinary or extraordinary. Ordinary General Meeting shall be convened once a year in order to approve the financial statements for the previous financial year; other matters may be included in the agenda of the Meeting. Extraordinary

General Meeting shall be convened by the Management Board or by the President of the Management Board if they judge it necessary. Management Board or its President convenes Extraordinary General Meeting upon the request of 1/3 of all Members not later than within 30 days from the receipt of the request.

2. Members of the Chamber may be represented on the General Meeting by their proxies. Power of Attorney shall be attached to the minutes of the Meeting.
3. Ordinary General Meeting shall be convened by the Management Board or by its President within 6 (six) months from the end of the financial year. Financial year stands for the calendar year.
4. All Members of the Chamber, including the Management Board Members, have the right to participate in the General Meeting of Members.

§ 18. CONVENING AND AGENDA OF THE GENERAL MEETING

1. Management Board or the President of the Management Board shall notify, by the use of available means of communication, all the Members of the Chamber of the date and place of meeting of the General Meeting not later than 14 days before the General Meeting is held.
2. The notification mentioned in the above section shall include the agenda proposed by the Management Board. In case of convening the Extraordinary General Meeting upon the request of at least 1/3 of Members, the agenda shall include the matters indicated in the request of the Members.

§ 19. SESSIONS AND RESOLUTIONS OF THE GENERAL MEETING

1. The General Meeting shall be opened by the President of the Management Board, and in case of President's absence by another Management Board Member.
2. The General Meeting shall be chaired by the President of the Management Board or by a Member of the Chamber elected in an open vote.
3. The Chairman of the General Meeting may appoint the secretary, who shall be responsible for drawing the minutes.
4. General Meeting passes resolutions with absolute majority of votes of ordinary Members present on the General Meeting. Absolute majority of votes means more than a half of votes casted. Amendment of the statutes requires a majority of 2/3 votes of the Members present on the General Meeting.
5. Resolutions on matters not included in the agenda may be adopted on the General Meeting.

§ 20. VOTING RIGHT

Each ordinary Member of the Chamber has one vote.

§ 21. COMPETENCES OF THE GENERAL MEETING

1. The General Meeting shall be competent for:

- (i) defining basic fields of activity of the Chamber.
 - (ii) granting consent to the Management Board for conducting business activity not directly connected with the fundamental goal of the Chamber as provided for in §8;
 - (iii) electing and revoking of Management Board Members,
 - (iv) adopting the Chamber's budget,
 - (v) approving the Chamber operating rules,
 - (vi) amending the statutes,
 - (vii) dissolving the Chamber,
 - (viii) merging of the Chamber with other organisations,
 - (ix) examining the appeals against Management Board resolutions on membership,
 - (x) other matters submitted by the Management Board or Members.
2. The Ordinary General Meeting shall be exclusively competent for:
- (i) reviewing and approving the financial statements of the Chamber for the previous financial year,
 - (ii) reviewing and approving the Management Board's reports on the Chamber's activity for the previous financial year;
 - (iii) granting a vote of acceptance to the Management Board Members.

§ 22. MINUTES

Sessions of General Meeting shall be documented by minutes, for which a special register shall be kept. Minutes shall be signed by the Chairman and the secretary of the General Meeting, if he/she was appointed.

§ 23. MANAGEMENT BOARD

1. The Management Board is made up of 4 to 8 persons, elected by the General Meeting in secret voting for a joint two-year term of office. Member of the Management Board may be elected only for two consecutive terms of office. The re-election of the Management Board Member after two consecutive terms of office is possible only after a break lasting at least one term of office."
2. The mandate of the Management Board Members terminates:
 - on the date of the Ordinary General Meeting approving the financial statement for the last full fiscal year of the Board Member's term of office, whereby the term of office of a Board Member shall be calculated in full fiscal years or
 - on the day of death of the Member or
 - on the day of resignation of a member from its office or
 - on the day a Member is excluded from the Chamber or

- on the day the Management Board Member has been revoked,
 - on the day of adopting of the Ordinary General Meeting resolution on refusal of granting a vote of acceptance to the Management Board Member.
3. In case of termination of the term of office of a Management Board Member before its end, as defined in section 3 hereinabove the Management Board shall adopt a resolution to co-opt a new member in place of the member whose term of office terminated. The term of office of the new Management Board's member lasts till the end of the term of office of his predecessor.
 4. The Management Board's Members elect from among themselves a President (also referred to as the President of the Chamber), a Vice-President, a Treasurer.
 5. The Management Board shall pass a resolution with regard to its operational rules.
 6. Management Board Members may be revoked by the General Meeting at any time and it does not require a justification.

§ 24. COMPETENCES OF MANAGEMENT BOARD

1. The Management Board manages the business of the Chamber, which is not reserved for the competences of the General Meeting, in particular, but not exclusively:
 - i. purchasing, selling or burdening assets of the Chamber,
 - ii. proceeding to sign off from the list of Members and adopting resolutions with regard to the exclusion of a Member of the Chamber,
 - iii. adopting resolutions with regard to the admission of new members,
 - iv. preparing the financial statements of the Chamber,
 - v. preparing the report on the activity of the Chamber,
 - vi. preparing the draft of the budget,
 - vii. adopting resolutions with regard to proposals of the activity program within the scope of the charter of the Chamber,
 - viii. convening and organising of the General Meetings,
 - ix. approval and adoption of the Chamber's Code of Ethics.
2. The President of the Management Board or its Member (s) appointed by the President represent the Chamber to third parties, save to contracting property obligations on behalf of the Chamber. The President or the Vice President and a Member of the Management Board acting jointly, are entitled to contract property obligations on behalf of the Chamber.
3. Management Board may grant a Power of Attorney to any person, to represent the Chamber in particular matters or in matters of determined type.

§ 25. RESOLUTIONS OF MANAGEMENT BOARD

Resolutions of the Management Board are adopted by an ordinary majority of votes. In case of equality of votes, the President of the Management Board has the casting vote

§ 26. OFFICE OF THE CHAMBER

1. By way of resolution, the Management Board may set-up an operating Office and adopt its organizational rules.

2. The Director of the Office cannot be a Member of the Management Board.

§ 26a. The Advisory Council

1. In order for the Chamber to benefit from the experience and knowledge of specialists, the Management Board may, by resolution, establish an Advisory Council as an opinion and advisory panel of the Management Board consisting of individuals who are Members (including ones who are in a legal relationship with a Member) and individuals who are not Members. The Advisory Council shall not constitute an organ of the Chamber and shall not be subject to disclosure in the National Court Register.
2. The Management Board shall determine the number of members of the Advisory Council and shall appoint and dismiss the members of the Advisory Council. The members of the Advisory Council are appointed for a joint term of office, which is the same as that of the Management Board. The mandates of the members of the Advisory Council expire upon the expiry of the mandates of the Management Board appointing these members in accordance with §23 section 2 *tiret* second of the Statutes.

§ 27. AUDIT COMMITTEE

1. The General Meeting shall elect two members to the Audit Committee in secret voting. The Audit Committee is responsible for:
 - reviewing of the books and documents of the Chamber,
 - assessing of the financial statements,
 - reporting on its activity to the Ordinary General Meeting

V. DISSOLUTION OF THE CHAMBER

§ 28. DISSOLUTION OF THE CHAMBER

1. A resolution on dissolution of the Chamber is adopted by the General Meeting by a majority of 2/3 (two-thirds) of the votes of the present Members of the Chamber.
2. In case of adopting a resolution on the dissolution of the Chamber, the General Meeting adopts simultaneously a resolution on the appointment of a liquidator and on the allocation of the Chamber's property by a majority of 2/3 (two-thirds) of the votes of the present Members of the Chamber.
3. Property of the Chamber shall be handed over for the benefit of the non profit or professional organisation or for the benefit of foundation. An organisation or foundation for the benefit of which property of the Chamber will be hands over shall be determined by the resolution adopted by the majority of 2/3 (two-thirds) of the votes of the present Members of the Chamber.