

Statute

of the Polish Automotive Industry Association

Uniform text after corrections passed on June 25, 2013

General provisions

§ 1

1. Employers' Association, operating on the basis of this Statute bears the name: Polski Związek Przemysłu Motoryzacyjnego (Polish Automotive Industry Association). The Polish name of the Association can be translated into foreign languages.
2. The Association operates on the basis of the Act of 23 May 1991 on the employers' organizations (Journal of Laws no. 55, 1991, item 235 with subsequent amendments) and on the basis of this Statute
3. The Association is subject to entry to Country Court Register and possesses legal entity
4. The Association operates within Polish Republic
5. The Association's seat is in Warsaw
6. The Association may join domestic and international organizations in accordance with applicable regulations

Aims of the Association and ways of their realization

§ 2

The basic aim of the Association is the protection of rights and representing interests of the associated employers of automotive industry to employees, trade unions and organs of local authority and state administration.

§ 3

The Association will realize its aims particularly through:

1. Affecting social and economy policy, among other things, through contacts and cooperation with Polish bodies responsible for economy especially for automotive matters and road traffic security and also for contacts with relevant organizations of the trade in European Union states.
2. Shaping suitable relations with employees' organizations.
3. Applying to employees' trade unions and organs of authority and state administration with motions and opinions concerning automotive trade policy and economic and employees' matters.
3. a Applying to organs of authority and state administration with motions about performing changes in obligatory law and applying to Constitutional Tribunal with motions about assertion accordance with Constitution obligatory law acts relevant for automotive trade
4. Shaping and popularizing an appropriate image of automotive industry employers.
5. Counteracting negative consequences of dangerous practices of automotive field.
6. Conducting economic activity with the aim of gaining indispensable means for realization of statute objectives.
7. Organizing informational activity concerning automotive industry and exchanging information between Association members.
8. Organizing advisory bodies and employing experts for statute objectives realization.
9. Participating in national and foreign organizations, conventions, exhibitions, meetings, etc.

Members of the Association

§ 4

1. Members of the Association can be employers, within the understanding of Art. 3 of the Labour Code, representing: official importers, manufacturers' representatives and manufacturers of motor vehicles, motorcycles, mopeds and motorized four-wheelers, as well as manufacturers of vehicle bodies, trailers, semi-trailers and parts or components of motor vehicles for original assembly conducting activity on the territory of Republic of Poland.
- 1a. Members of the Association can be also associations and employers' organizations, that are employers, uniting employers referred to in section 1 above

2. Employer possessing legal status is represented in the Association by the person authorized by name by employer's statutory organ invested in full powers to pronounce declarations of will on behalf of the employer.
3. Admission to the Association is decided by the Supervisory Board on written application of an interested employer and on the basis of a written recommendation of three Association members.
4. The basis of employers'-legal body admission application is an enclosed decision of employer's organ authorized to pronounce declarations of will, expressing willingness of membership, and appointment of employer's representative in the Association.
5. Should the Supervisory Board reject a membership application, the applicant has the right to appeal to the General Meeting of Members, which will make a decision on the admission with the majority of two thirds of votes."

§ 5

The Association Members are entitled to:

1. Participate in the Association and its bodies activities.
2. Use the Association support within its statute activities.
3. Table motions concerning the Association aims and activities.
4. Receiving all information regarding functioning of the Association.

§ 6

The Association Members are obliged to:

1. Take care of the welfare and development of the Association.
2. Participate in the Association proceedings.
3. .Observe the Association Statute and resolutions of its authorities.
4. Pay fees on time.
5. Provide support to the Association in realizing its tasks.

§ 7

The membership in the Association ceases in case of:

1. Resignation from the membership in the Association
2. Dissolution of Association.
3. Exclusion from the Association in consequence of:
 - a. violation of statute obligations
 - b. avoidance of paying membership fees longer than six months
 - c. not meeting by the member legal requirements of membership in employers' association
 - d. the removal of the member of the Association from National Court Register by the Court of Law

§ 8

1. Exclusion from the Association ensues on the strength of the resolution of the Supervisory Board adopted by the majority of votes, with at least half of its members present.
2. A member is entitled to appeal against the resolution of the Supervisory Board. While the appeal is submitted to the General Meeting of Members for examination, the appealing member is suspended from its rights and obligations.

Organs of the Association

§ 9

1. The Association is composed of the following bodies: the General Meeting of Members, the Supervisory Board, the Audit Committee, and the President of the Association.
2. The Supervisory Board and the Audit Committee are appointed for the term of two years
3. Resolutions of collegiate bodies of the Association are adopted by common majority of votes at a presence of at least half of the total number of members in open vote, unless this Statute provides otherwise.
4. In personal matters and in case of Association member's motion a secret vote is ordained.

§ 10

Specialist sections can be formed within the Association.

General Assembly of Members

§ 11

1. The General Assembly is the highest authority in the Association.
2. The General Assembly can be attended by the authorized representatives of members of the Association with the decisive voice
 - 2.a. Each member is entitled to one vote, with the exception of section 2b.
 - 2.b. Each member representing exclusively an official importer or manufacturer of motorcycles, motorbikes and four-wheeled bikes is entitled to ½ vote.
3. The President of the Association convenes the General Meeting of Members at least once a year, and notifies all members effectively (e.g. by fax, registered letter or email) of the date, place, draft agenda and draft resolutions not later than two weeks before its convention.
4. The Extraordinary General Meeting is convened by the President of the Association on its own initiative, on the motion of the Supervisory Board or the Audit Committee, or on the motion of at least one third of the total number of members of the Association. In such case, the Extraordinary General Meeting is convened no later than two months from the date of submission of the above motion or taking initiative in the subject matter by the President of the Association.
 - 4.a. The General Meeting must be joined by at least fifty percent of members entitled to vote."
5. In General Meeting of Members may participate specially invited persons to present their opinions in indicated issues (without the right to vote) together with appointed workers of the Office with the aim of technical support.

§ 12

Competencies of the General Meeting of Members include all and any affairs of the Association which are not restricted by this Statute for the President of the Association, the Supervisory Board, or the Audit Committee, and in particular:

1. Appointment and dismissal of the Supervisory Board and the Audit Committee members in secret vote, whereas candidates shall be recommended by Association Members, with restriction to § 19;
2. Adoption of guidelines and operating plans of the Association, including the budget of the Association;
3. Adopting resolutions on conducting economic activities by the Association;
4. Adopting the Statute and its amendments;
5. Examining and approving reports of activities of the Supervisory Board and the Audit Committee;
6. Passing resolutions regarding the amount of the membership fee, fee calculation and method of payment;
7. Passing resolutions on the Association's dissolution;
8. Dealing with appeals against rejection of candidates by the Supervisory Board and other membership issues;
9. Dealing with other issues tabled by the President of the Association, the Supervisory Board, the Audit Committee, and other members;
10. Passing resolutions regarding accession of the Association to other national or international social or trade organizations on motion of the Supervisory Board.

The President of the Association

§ 13

1. The President of the Association is an executive organ of the Association.
2. The President of the Association is appointed by the Supervisory Board.
3. The President manages current efforts of the Association and implements objectives identified by the Supervisory Board and the General Meeting of Members.

§ 14

Competencies of the President of the Association include:

1. External representation of the Association.
2. managing current efforts of the Association;

3. performing actual and legal activities pertaining to employment of employees of the Association's Office;
4. Managing the property and financial affairs of the Association as well as entering into financial engagements on behalf of the Association, with restriction to competencies of other bodies of the Association.
5. Designing guidelines and action plans for the Association;
6. Convention of General Meeting of Members;
7. Submitting activity reports to the Supervisory Board and the Audit Committee.

The Supervisory Board

§ 15

1. The Supervisory Board is a body of the Association which supervises its efforts during intervals between the General Meetings of Members.
2. The Supervisory Board is appointed for the term of two years.
3. The Supervisory Board is made up of 3 to 13 members.
4. The Supervisory Board appoints the Chairman and the Vice-chairman from among its members.
5. With restriction to provisions of § 19 of this Statute, the composition of the Supervisory Board may be complemented by a new member by ordinary majority of votes, with at least two third Supervisory Board members present.
6. A motion concerning supplementation of the Supervisory Board composition, as provided by § 19 of this Statute, is submitted for approval during the next General Meeting. The General Meeting of Members may overrule the resolution of the Supervisory Board by two-thirds majority of votes.
7. The Supervisory Board adopts resolutions on legal transactions, which entail expenses or financial obligations that each time exceeds quarterly receipts of the Association from membership fees.
8. A mandate of a Supervisory Board member expires in the following events:
 - 1) resignation from the Supervisory Board,
 - 2) dismissal by Supervisory Board or withdrawal of the power of attorney granted by a Association Member,
 - 3) death
9. Meetings of the Supervisory Board are held at least once every 6 months and are convened by the Chairman of the Supervisory Board.

10. Meetings of the Supervisory Board are chaired by its Chairman or another Supervisory Board member indicated by thereof.
11. Meetings of the Supervisory Board may be joined by guests invited by the Chairman who are not entitled to carrying vote but advisory vote only.”

§ 16

1. Competencies of the Supervisory Board include:
 - 1) appointment and dismissal of the President of the Association, identification of the amount and elements of his remuneration;
 - 2) performance of actual and legal activities pertaining to employment relationship with the Association President;
 - 3) examining and approving annual activity reports of the President of the Association;
 - 4) overseeing implementation of guidelines and action plans of the Association, including its budget by the President of the Association;
 - 5) overseeing observance of the statute and resolutions of the General Meeting of Members.
 - 6) performing other obligations specified by the Statute or adopted by the General Meeting of Members.
2. The Supervisory Board submits reports on its activities to the General Meeting of Members.
3. The Supervisory Board produces copies of activity reports to its members, including a copy of the activity report of the President of the Association, no later than two weeks before the next meeting of the Supervisory Board.

The Audit Committee

§ 17

1. The Audit Committee is made up of 3 to 5 members appointed from among members of the Association by the General Meeting of Members.
2. The Audit Committee is formed during its first proceeding and appoints its Chairman from among its members.
3. The composition of the Audit Committee may be supplemented during its term by co-optation, as specified by § 19 of the Statute.
4. The Audit Committee presides as often as required to duly perform its obligations.
5. The Audit Committee itself identifies the way of its proceedings.
6. The Audit Committee may also perform other activities indicated by the General Meeting of Members.

7. A mandate of a Audit Committee member expires in the following events:
 - 1) resignation from the Audit Committee,
 - 2) dismissal by Audit Committee or withdrawal of the power of attorney granted by a Association Member,
 - 3) death”

§ 18

1. Tasks of the Audit Commission include internal audit of financial affairs of the Association.
2. While performing its tasks, the Commission should embrace the following:
 - 1) audit financial condition and property of the Association at least once a year;
 - 2) if required, summon the President of the Association to produce explanations about activities of the Association and its financial condition;
 - 3) Identify deadlines for elimination of improprieties.
3. The Audit Commission submits reports on its activity to the General Meeting of Members.
4. The Audit Committee produces copies of the above specified reports to members of the Association no later than two weeks prior to the next General Meeting of Members.

Co-optation of Members of the Association Authorities

§ 19

1. In case of vacancy in the Supervisory Board or the Audit Committee before the end of its term or failure to appoint all members of a given body by the General Meeting of Members, the above bodies have the right to co-opt a new member by ordinary majority of votes, with at least two-thirds members present, with restriction to provisions of § 15 point 3 and § 17 point 1 of this Statute.
2. Resolution concerning supplementation of the composition of the Supervisory Board or the Audit Committee by way specified by section 1 is put to acceptance at the next General Meeting of Members. The General Meeting of Members may repeal the resolution of the bodies with majority of 2/3 votes. The number of co-opted members cannot be higher than 2/3 of maximum composition of appointed bodies in accordance to the Statute.”

The Association’s Office

§ 20

1. The Office of the Association ensures its efficient functioning.
2. The core goal of operations of the Office of the Association is to assure information flow between the Association and its members as well as to provide comprehensive technical and organisational back up for meetings of Association bodies and members.
3. Operations of the Office are overseen by the President of the Association who also acts as the employer in relation to Association employees

Association Assets

§ 20¹

1. Assets of the Association come from membership fees, donations, legacies, its own economic statute activities and from incomes from Association assets.
2. The Association may apply for donations.

Association Representation

§ 21

1. With restriction to competencies of the remaining bodies of the Association, the President of the Association is authorised to represent the Association on his own as well as to enter financial engagements.
2. Other persons may undertake legal activities of the Association exclusively in line with a detailed personal power of attorney granted by the President of the Association.

Association Statute Amendment

§ 22

1. Amendments to Statues of the Association are adopted by the General Meeting of Members by common majority of votes at a presence of at least half of the members vested with vote.
2. Motions concerning amendments to the statute may be submitted by members, the Supervisory Board or the President of the Association no later than 4 weeks prior to the date of convention of the General Meeting of Members dedicated to examination of motions on amendment to Associations statute.

Dissolution of Association

§ 23

1. The General Assembly of Members may pass a resolution to dissolve the Association by two third majority vote at a presence of at least half of the total number of members.
2. In the resolution regarding dissolution of the Association, the General Meeting of Members identifies allocation of its assets.