

# **POLISH ELECTROMOBILITY ASSOCIATION**

## **STATUTES**

### **Chapter I**

#### **GENERAL PROVISIONS**

##### **§ 1**

**POLISH ELECTROBILITY ASSOCIATION**, hereinafter referred to as „**Association**”, is a voluntary, self - governing and sustainable association constituted in order to organize and support individuals and companies active in the development, promotion and protection of business sector industries associated with electromobility.

##### **§ 2**

The residence of the Association is the City of Warsaw.

##### **§ 3**

The Association operates pursuant to the provisions of the Act - Law on Associations (Journal of Laws No. 20 of 1989, item. 104, as amended, in particular Journal of Laws No. 2015, item 1923) and of the present Statutes.

##### **§ 4**

The Association has legal personality.

##### **§ 5**

1. The Association conducts its activities within the Republic of Poland. The Association may operate outside the Republic of Poland for the proper implementation of its objectives.
2. The Association may be a member of associations' unions as well as foreign and national organizations acting in line with the constraints stipulated in Art. 5 paragraph. 2 of the Law on Associations.

##### **§ 6**

The Association may establish its logo and a badge in accordance with the legislation in force.

The association may use its abbreviated name PSEM.

### **Chapter II**

#### **Objectives and types of actions.**

##### **§ 7**

1. The purpose of the Association is organizing and supporting the activities of its members, in particular by:

- providing support to its members in conducting their businesses by advising and training as an advisory and training institution - advisory, information and publishing activities, delivering to the members of the Association a comprehensive assistance and legal protection, representing their interests and shaping a consistent position on all matters related to running of their commercial activities,

- implementing development, promotion and protection measures of the interests of the sector industries associated with electromobility and related industries working in the field of innovative mobile power solutions,

- influencing the shape of the economic legislation supporting the harmonious development of the Polish economy, in particular in the field of electromobility and related industries, cooperation with all interested stakeholders in coordination activities related to the development of the transport infrastructure/vehicles, rolling stock for public transportation, charging stations etc.,

- collaborating with other business organizations related to electromobility in the country and abroad, initiating the creation of the so-called. entrepreneurship clusters in cooperation with self-government organizations and other business partners,

- supporting the process of the economic development based on new technologies, taking initiatives and measures aimed on raising the level of education, qualifications and knowledge in the field of technology and technology industries associated with electromobility, collaboration in the development of energy storage technologies for the purpose of stabilizing the electropower system, cooperation with universities as well as research and development centers.

2. The Association may engage in business activities in order to ensure the implementation of its statutory objectives

## **§ 8**

2. In pursuing its goals the Association is based on the social work of its members and may hire employees for the conduct of their affairs.

## **Chapter III**

### **The members, their rights and obligations**

## **§ 9**

A member of the Association may become any adult citizen of the Republic of Poland, enjoying full legal capacity, who declares to join the Association.

## **§ 10**

At the request of at least 1/3 of the ordinary members, individuals who are deserved for the Association, the General Assembly may grant a honorary membership.

## **§ 11**

1. The membership of the Association shall be acquired by acceptance of the candidacy by the Management Board of the Association in the form of a resolution approved by a simple majority of votes.
2. In case of refusal to become a member of the Association, the interested party may, within 14 days after receipt of the Management Board's resolution on this matter, appeal to the General Assembly. The resolution of the General Assembly is ultimate.

## **§ 12**

1. The members of the Association:

- 1) comply with the provisions of the Association Statutes, comply with the resolutions of the Association and bring them into force,
- 2) encourage and actively contribute to the implementation of the objectives of the Association,
- 3) present attitude and perform actions contributing to the growth of the role and significance of the Association and take care of its reputation,
- 4) regularly pay membership fees and pay the entry fee

2. A member of the Association has the right to participate in the life of the Association, and in particular:

- 1) is entitled to an active and passive suffrage,
- 2) has a right to apply in all matters relating to the objectives and functioning of the Association,
- 3) is entitled to use the premises of the Association according to their intended use,
- 4) has a right to possess a card of the Association and wear a badge of the Association,
- 5) may use recommendations, guarantees and care of the Association offered to its members,
- 6) can make use of the technical facilities and advisory service provided by the Association to its members,
- 7) make use of other possibilities offered to the members of the Association.

## **§ 13**

1. Legal entities may become the supportive members of the Association by submitting the declaration of will to the Management Board of the Association, which will address an appropriate resolution.
2. The same procedure is applicable to the termination of the supportive membership of the Association.
3. The form and type of supporting the Association is agreed by its supportive members with the Management Board.
4. The supportive members enjoy the rights of the Association's members in a diverse way, according to the Management Board's resolution, however they are neither entitled to franchise nor to suffrage. Management Board's resolutions concerning this topic are presented to the General Assembly.

## **§ 14**

In case of any violation of the present Statutes by any member or supportive member of the Association the Management Board puts forward a motion to the General Assembly to process the case.

## **§ 15**

Deletion from the list of the Association members shall occur through:

- 1) a written notice of resignation submitted to the Management Board,
- 2) exclusion by the Management Board as a result of:
  - a) activities to the detriment of the present Statutes and resolutions of the Association,
  - b) evasion of the membership fees' payment for the time of three payment periods,
  - c) upon written reasoned request of the supporting member, signed by at least 10 members of the Association,
  - d) the loss of the civil rights by the member as a result of the court judgement.
- 3) as a result of the death of a member.

## **§ 16**

Honorary membership expires as a result of a voluntary resignation or privation of this dignity by an appropriate resolution of the General Assembly passed pursuant to the procedure stipulated in § 20 section 6 of the present Statutes.

## **§ 17**

A member has a right of appeal to the General Assembly in the time of 14 days from the time of receipt of the decision. The resolution of the General Assembly is ultimate.

## **Chapter IV**

### **The organizational structure and authorities of the Association.**

## **§ 18**

1. The authorities of the Association include:
  - a) General Assembly
  - b) Management Board
  - c) Audit Committee
2. The term of office of all authorities of the Association is 5 years.

## **§ 19**

Resolutions of all authorities of the Association are passed by a simple majority of votes in the presence of at least half of the members entitled to vote, unless further provisions of the

Statutes provide for otherwise.

## **§ 20**

The highest authority of the Association is the General Assembly

1. The General Assembly is convened by the Management Board at least once a year or more frequently on its own initiative, notifying the date, place and agenda of the proposals of all members in any effective way at least 14 days before the date of the General Assembly session.
2. The General Assembly should attend at least half of the members entitled to vote during the first voting period, and during the second - it can effectively deliberate regardless of the number of participants.
3. The General Assembly is attended by ordinary members of the Association and advisory supporting members as well as invited guests.
4. The exclusive competence of the General Assembly contains:
  - a) the adoption of the Association's Action Programme
  - b) considering and approval of the reports prepared by the Management Board and the Audit Committee
  - c) election of the President and members of the Management Board of Directors and Audit Committee
  - d) granting vote of approval to the conceding Management Board
  - e) adopting amendments to the Statutes of the Association
  - f) passing resolutions on the accession of the Association to other organizations
  - g) adopting regulations of the Management Board and Audit Committee
  - h) adopting the budget estimates prepared by the Management Board
  - i) adopting resolution on dissolution of the Association
  - j) handling complaints of the Association members on the activities of the Management Board
  - k) adopting resolutions on accession to other foreign organizations
  - l) adopting resolutions on the sale and acquisition of assets Association
  - m) determining the amount of membership fees
  - n) deciding to undertake the business by the Association.
5. Resolutions of the General Meeting shall be passed by a majority of 50% + 1 vote
6. Election of the Association is hold by secret ballot
7. Change in the Articles of Association, the appeal of the President, members of the Management Board, the Audit Committee and the dissolution of the Association require a qualified majority of 2/3 of the votes in the presence of at least half of the members of the Association on the first date and the second date.
8. Each member of the Association shall have one vote at the General Meeting.

## **§ 21**

1. The Management Board consists of 1 to 3 members elected by the General Meeting for a 5 - year term.

2. The Management Board consists of the President, the Vice President and the members of the Management Board.
3. The Management Board is appointed and dismissed by the General Meeting of Members.
4. The Management Board is constituted at the first meeting after the election.
5. The competencies of the Management Board include:
  - a) directing activities of the Association and representing it outside
  - b) admission of new members of the Association
  - c) determining the remuneration for a member of the Management Board holding managerial functions
  - d) drawing up interim budget estimates, business plans, reports and applications
  - e) adoption of resolutions on members' affairs
  - f) passing resolutions on matters not reserved for other authorities of the Association
  - g) convening the Extraordinary General Assembly session
  - h) implementing the statutory objectives and resolutions of the General Meeting of Members
  - i) reporting to its activities at least once a year
  - j) the presentation of the budget of the Association and other financial estimates of the General Assembly by the end of June of the financial year at the latest
  - k) approval of the annual financial statements
  - l) adoption of the entry fee

## **§ 22**

1. The Management Board may convene an Extraordinary General Assembly session on its own initiative, at the request of the Audit Committee or at least 20% of the total members of the Association.
2. The motion to convene an Extraordinary General Assembly session shall be submitted in writing stating the reason for convocation.
3. The Extraordinary General Assembly session shall be held no later than 6 weeks from the date of submission of the request for its convening and may deliberate only on the matters for which it was convened.

## **§ 23**

1. The Audit Committee consists of 3 members elected by the General Assembly.
2. The Audit Committee shall elect one of its members as the Chairman .
3. The competencies of the Audit Committee include:
  - a) controlling the current work of the Association
  - b) submitting applications on the discharge to the Management Board at the General Assembly.
  - c) requesting to convene an Extraordinary General Assembly session.
4. The Audit Committee operates on the basis of the rules adopted by the General Assembly of the Association.

## **§ 24**

In the event of reduction of the composition of the authorities of the Association referred to in § 21 and § 23, during the term, the replenishment takes place at the next General Assembly, which in this respect is the electoral General Assembly session

## **Chapter V**

### **Assets of the Association**

## **§ 25**

Assets of the Association are formed from:

- a) membership fees and entry fees
- b) grants and subsidies
- c) donations, bequests and legacies
- d) earnings from own business
- e) income of the Association
- f) public donations

## **§ 26**

1. Two members of the Management Board are jointly authorized to represent the Association and incur liabilities up to PLN 50,000 and to make statements of will.
2. To incur financial and property liabilities of more than PLN 50,000, an unanimous resolution of all members of the Management Board is required.

## **Chapter VI**

### **Funds and Accounting of the Association**

## **§ 27**

The association may create the following funds:

- a) resource fund
- b) reserve fund
- c) other funds for realization of the statutory objectives of the Association

## **§ 28**

Funds other than those stipulated in § 27 item a) and b) of this Statutes, the manner of their creation and directions of spending require a resolution of the Management Board.

## **§ 29**

The association maintains its accounting in accordance with the generally applicable law.

### **§ 30**

The fiscal year of the Association is the calendar year.

### **§ 31**

The Management Board of the Association is obliged to draw up and submit to the Audit Committee the latest balance sheet of the accounting year, the profit and loss account and the written report on the activities of the Association during this period of time.

## **Chapter VII**

### **Dissolution of the Association**

### **§ 32**

1. The Association shall be dissolved on the basis of a resolution of the General Assembly or in other cases provided for by law.
2. In the resolution on the dissolution of the Association, the General Assembly defines the manner of its liquidation and the allocation of assets of the Association.

## **Chapter VIII**

### **Final Provisions**

### **§ 33**

The provisions of the Association Law apply to the matters not governed by this Statutes. The present Statutes was adopted by the Founding Assembly of the Association's Members by Resolution No. 1 on December 7, 2016.

Signatures:

1. Sylwia Koch – Kopyszko
2. Artur Zawisza
3. Beata Matecka
4. Daniel Raczkiewicz
5. Sebastian Kawczyński
6. Robert Pośnik



7. Mariusz Gołacki
8. Henrik Hjorthom