

**Polish Wind Energy Association**

**STATUTES**

**Chapter I**

**General Provisions**

**§ 1**

1. Polish Wind Energy Association, hereinafter referred to as “PWEA”, is an association of individuals interested in the development, construction and use of wind farms and other renewable energy sources in Poland.
2. PWEA Members commit themselves to observe the provisions of the Competition and Consumers Protection Act of 15 December 2000 (Journal of Laws 2003.86.804) due to the fact that PWEA unites business entities that constitute or may constitute market competition for each other.
3. PWEA may use its abbreviated name in Polish: “PSEW”.
4. In international relations PWEA may use an English name “Polish Wind Energy Association” and an abbreviation of this name: “PWEA”.

**§ 2**

The area of PWEA activity is the Republic of Poland and abroad. The registered office of PWEA is Szczecin. General Meeting of PWEA Members may act, debate and hold sessions on the area of the Republic of Poland in places other than the registered office of PWEA.

**§ 3**

After being registered PWEA shall acquire legal personality.

**§ 4**

1. PWEA shall base its activities on the members’ work.
2. PWEA may hire employees, including its members, to manage its affairs.
3. Operation of PWEA and all its authorities shall be public.
4. PWEA conducts business activity.
5. PWEA line of business shall include:
  - 47.91.Z Retail sale via mail order houses or via Internet;
  - 47.99.Z Other retail sale not in stores, stalls or markets;
  - 58.11.Z Book publishing;
  - 58.13.Z Publishing of newspapers;
  - 58.14.Z Publishing of journals and periodicals;
  - 58.19.Z Other publishing activities;
  - 70.21.Z Public relations and communication activities;
  - 70.22.Z Business and other management consultancy activities;
  - 71.12.Z Engineering activities and related technical consultancy;
  - 72.19.Z Other research and experimental development on natural sciences and engineering;
  - 73.20.Z Market research and public opinion polling;
  - 74.90.Z Other professional, scientific and technical activities not elsewhere classified;
  - 82.19.Z Distribution of advertising materials;
  - 82.30.Z Organisation of conventions and trade shows;
  - 85.59.B Other education not elsewhere classified.

**§ 5**

1. PWEA may be a member of national and foreign scientific, technical and economic organisations.
2. PWEA may join unions of associations.

## **Chapter II**

### **Goals and means of accomplishment**

#### **§ 6**

PWEA has been established to conduct activities supporting economic growth, including the development of entrepreneurship, education, ecology and the protection of natural heritage, in particular to:

1. Animate activities and promote the development and use of renewable energy sources, with particular regard to wind energy;
2. Initiate and support technical, investment and scientific activities supporting the development of wind energy and other renewable energy sources in Poland;
3. Promote eco-minded activity (in the area of environmental protection and improvement of the condition of the environment) of individuals, local communities and companies;
4. Improve professional qualifications of PWEA members;
5. Integrate all community groups interested in implementation of renewable energy technologies, including wind energy.

#### **§ 7**

PWEA fulfils its goals by:

1. Investigating scientific, technical, legal, organisational and economic issues related to wind energy and other renewable energy sources;
2. Formulating conclusions and proposals stemming from the needs of broadly construed wind energy and other renewable energy sources, taking actions leading to their implementation and making public statements;
3. Influencing the governmental and self-governmental administration and professional organisations, as well as co-operating with scientific, economic and social institutions, organisations and associations;
4. Promoting environment-friendly electricity production methods, energy saving, and issues related in particular to wind energy;
5. Acting to establish, repeal and amend standards and regulations concerning renewable energy sources;
6. Conducting business, in particular: organisation of exhibitions, conferences and workshops; promotion of wind energy through educational activities; wind resource analyses and studies; developing conceptions, analyses and feasibility studies; issuing recommendations and references; expertise and advisory activities; issuing publications related to renewable energy sources, including wind energy;
7. Conducting information and promotion activities concerning issues related to wind energy and other renewable energy sources; conducting scholarship-related activities;
8. Organising training courses, meetings, conferences, conventions, lectures, exhibitions, tours, competitions, technical consultancy, mass events;
9. Organising, helping and supporting all PWEA members in performance of activities related to renewable energy sources, in particular wind energy; assisting in procuring financing for investments related to the construction of renewable energy sources;
10. Representing the interests of both its members and subjects active on the wind energy market not being PWEA members before the self-government and government authorities, courts and tribunals as well as international organizations, in particular by:
  - a) Initiating and participating in court, administrative and other proceedings related to PWEA goals;
  - b) Active participation in development of legal provisions applicable to the development and use of renewable energy sources, with particular regard to wind energy and environmental protection;
  - c) Submitting to competent authorities proposals to develop and use renewable energy sources, with particular regard to wind energy and environmental protection.

## Chapter III

### Members, their rights and duties

#### § 8

1. PWEA is formed by individuals: ordinary members and – upon the terms and conditions laid down in the Statutes – honorary members as well as by legal persons.
2. Legal persons and non-corporate bodies referred to in Article 33<sup>1</sup> of the Civil Code (e.g. partnerships) may – upon the terms and conditions laid down in the Statutes – acquire the status of a supporting member: ordinary, sponsor or subsidiary supporting member,

#### § 9

1. Ordinary members of PWEA may be persons of age involved in the areas related to the PWEA goals and intending to pursue these goals, guaranteeing proper carrying out of duties of a PWEA member, who present to the Board a written recommendation of two ordinary PWEA members or one supporting member or a recommendation of the Steering Committee expressed in the form of a resolution and submit a written declaration of accession and commit to observe the Statutes. The person willing to become an ordinary member shall make a statement on the area of its cooperation with supporting members upon filing a membership declaration.  
PWEA members may also include foreigners without a permanent address in the Republic of Poland.
2. Ordinary membership in PWEA shall be acquired upon acceptance of the candidacy by the Board by an ordinary majority of votes by way of a resolution. The Board may refuse to admit as a member a person not complying with statutory requirements, a person not guaranteeing proper carrying out of duties of a PWEA member or a person that makes a false statement on the area of its cooperation with supporting members (referred to in §9(1)).
3. An ordinary member shall have both the active and the passive electoral rights to PWEA authorities and shall have the right to:
  - a) Participate in lectures, conferences and other events organised by PWEA;
  - b) Benefit from PWEA assistance in the area of the activities connected with the PWEA goals;
  - c) Put forward proposals to and file motions with the PWEA authorities.

#### § 10

1. An honorary member may be an individual with exceptional merits to the PWEA goals.
2. The title of an honorary member is granted by the General Assembly of PWEA Members upon application of the Board.
3. An honorary member shall be entitled to participate in the PWEA activities and have an advisory vote.
4. Honorary members shall be exempt from the obligation to pay the membership fee and the joining fee.
5. The title of an honorary member may be revoked by the General Assembly of PWEA Members.

#### § 11

1. An ordinary supporting member may be a legal person or a non-corporate body referred to in Article 33<sup>1</sup> of the Civil Code having the registered office on the area of the Republic of Poland or abroad, interested in the PWEA activities and declaring financial aid in the amount established by a resolution of the General Assembly of PWEA Members, supporting the achievement of goals and tasks laid down in the PWEA Statutes that presents to the Board a written recommendation of a supporting member or a recommendation of the Steering Committee expressed in the form of a resolution.
2. Admission of an ordinary supporting member is performed by the Board by way of a resolution adopted by an ordinary majority of votes on the basis of a written declaration after payment of the membership fee for 12 months in advance and a non-refundable joining fee in the amount adopted

by the resolution of the General Assembly of PWEA Members and on the terms specified by the Board. Membership fee is non-refundable when membership terminates in the first year.

3. An ordinary supporting member shall have the right to participate – with an advisory vote – in the PWEA works through a delegated representative.

#### **§ 12**

1. A supporting member, referred to as a sponsor (hereinafter referred to as “a sponsoring member”), may be a legal person or a non-corporate body referred to in Article 33<sup>1</sup> of the Civil Code having the registered office on the area of the Republic of Poland or abroad, interested in the PWEA activities and declaring financial aid in the amount established by a resolution of the General Assembly of PWEA Members, supporting the achievement of goals and tasks laid down in the PWEA Statutes that presents to the Board a written recommendation of a supporting member or a recommendation of the Steering Committee expressed in the form of a resolution.
2. Admission of a sponsoring member is performed by the Board by way of a resolution adopted by an ordinary majority of votes on the basis of a written declaration after payment of the membership fee for 12 months in advance and a non-refundable joining fee in the amount adopted by the resolution of the General Assembly of PWEA Members and on the terms specified by the Board. Membership fee is non-refundable when membership terminates in the first year
3. Each sponsoring member shall have the right to appoint its representative to work within the Steering Committee.
4. A sponsoring member shall have the right to participate – with an advisory vote – in the PWEA works.

#### **§ 13**

1. A subsidiary supporting member may be a legal person or a non-corporate body referred to in Article 33<sup>1</sup> of the Civil Code having the registered office on the area of the Republic of Poland or abroad, being part of a group/corporation already being an ordinary supporting member of PWEA or a sponsoring member.
2. Admission of a subsidiary supporting member is performed by the Board by way of a resolution adopted by an ordinary majority of votes on the basis of a written declaration after payment of the membership fee for 12 months in advance. Membership fee is non-refundable when membership terminates in the first year.
3. A subsidiary supporting member shall have the right to participate – with an advisory vote – in the PWEA works.

#### **§ 14**

A PWEA member shall be obligated to:

- a) observe provisions the Statues and participate in implementation of PWEA goals,
- b) participate in PWEA activities,
- c) pay the membership fees in the amount laid down by resolutions of the General Assembly of PWEA Members upon the terms and conditions laid down by the Board,
- d) through its conduct and actions to contribute to the increase in the role and importance of PWEA.

#### **§ 15**

Deletion from the list of PWEA members shall occur through:

- a) a written notice of resignation submitted to the PWEA Board (as of the day of submission of the notice of resignation);
- b) exclusion by the Board:
  - i) for actions contrary to the Statutes or PWEA resolutions or actions to the detriment of PWEA,
  - ii) for delay in the payment of a membership fee for a period of one month despite prior reminder and establishment of an additional, 14-day deadline for its payment,

- iii) in the case of ordinary members being representatives of supporting members – upon written request of the supporting member or when the membership of the supporting member terminates,
- iv) if an ordinary member makes a false statement on the scope of its cooperation with supporting members (referred to in §9(1));
- c) the loss of an ordinary member's capacity to perform acts in law (as of the day of a relevant ruling becoming final);
- d) the loss of a supporting member's, sponsoring member's or subsidiary member's legal capacity (as of the day of a relevant ruling becoming final);
- e) the loss of an ordinary member's civil rights as a result of a final court judgment (as of the day of a relevant ruling becoming final);
- f) the death of an ordinary member.

### **§ 16**

1. Resolutions of the Board concerning the exclusion or refusal to admit a member shall be effective and enforceable upon adoption.
2. Resolutions concerning the exclusion or refusal to admit a member shall be delivered by mail together with an instruction on the capacity to appeal.
3. Resolutions of the Board concerning the exclusion or refusal to admit a member may be appealed against to the General Assembly of PWEA Members.
4. The appeal shall be null and void unless filed with the Board in writing within 14 days from the date of receipt of the resolution.
5. The General Assembly of PWEA Members shall meet to examine the appeal no later than within 3 months from the date when the appeal is served to PWEA. The decision of the General Assembly of PWEA Members shall be final.
6. If an appeal from the resolution of the Board on exclusion of a member is filed, the decision of the Board concerning the exclusion shall result in the excluding member not losing the membership until the settlement of the General Assembly of PWEA members, but remaining suspended in voting rights and eligibility to be elected to the PWEA authorities and in voting rights during the General Assembly of PWEA Members. In the case of members of the Board the decision on exclusion shall not result in the loss of membership in the Board until the exclusion become final. In the case of members of the Audit Committee the decision on exclusion shall not result in the loss of the right to vote during the Committee's sessions until the exclusion become final.
7. A member excluded by the Board pursuant to §15(b) may be re-admitted upon the rights of a newcomer if all due membership fees for the previous membership period are previously paid.

## **Chapter IV**

### **PWEA Authorities**

### **§ 17**

1. PWEA authorities shall include:
  - a) the General Assembly of PWEA Members,
  - b) the Board,
  - c) the Audit Committee.
2. Resolutions adopted by the PWEA authorities shall be passed by an ordinary majority of votes, with the exceptions stated hereafter. The election of PWEA authorities shall be confidential and other cases' voting shall be public. Upon application of 2/3 of the present members of the authorities a voting may be confidential.
3. Subject to §23(5), §24(6), §33 and §34 of the Statutes PWEA Bodies may effectively debate and adopt binding resolutions regardless of the number of members present.
4. Subject to §22(2) of the Statutes, in the case of an equal number of votes cast for and against a resolution of the Board the President of the Board shall have a decisive vote.

5. In the case of an equal number of votes cast for and against a resolution of the Audit Committee the Chairman of the Audit Committee shall have a decisive vote.

### **§ 18**

1. The supreme authority of PWEA is the General Assembly of PWEA Members.
2. The General Assembly of PWEA Members may be ordinary or extraordinary.
3. Ordinary members shall participate in the General Assembly of PWEA Members with the right to vote.
4. Honorary members, ordinary supporting members and supporting sponsoring members, referred to as sponsors, may participate in the General Assembly of PWEA Members with an advisory vote.
5. PWEA Members may grant a power of attorney to third parties – non PWEA Board Member or PWEA employee to represent them at the General Assembly of PWEA Members. The attorney shall be obligated to present a written power of attorney which shall be attached to the minutes. The Chairman of the General Assembly of PWEA Members may verify the integrity of the power of attorney.

### **§ 19**

1. An ordinary General Assembly of PWEA Members shall be summoned by the Board at least once per year.
2. The Ordinary General Assembly of PWEA Members shall be held before 30 April of a particular year.
3. The competences of the General Assembly of PWEA Members include:
  - a) Adopting directions of the PWEA activities and the budget for a calendar year;
  - b) Approving Board's reports on activities;
  - c) Granting the Board vote of approval;
  - d) Approving the financial report (the balance sheet and the profit and loss statement);
  - e) Allocating financial surplus and the way of covering losses;
  - f) Appointing and dismissing the Board and the Audit Committee and specifying the number of its members, and, if necessary, supplementing the composition of the Board and the Audit Committee;
  - g) Electing the President of the Board;
  - h) Laying down laws of the General Assembly of PWEA Members;
  - i) Granting and revoking the title of an honorary member;
  - j) Establishing the upper limit of financial commitments made by the Board;
  - k) Establishing membership fees for ordinary members as well as ordinary supporting members and sponsors sponsoring members;
  - l) Adopting resolutions about the PWEA accession to and resignation from membership in national and foreign organisations;
  - m) Adopting resolutions concerning the dissolution of PWEA and assignment of PWEA assets;
  - n) Establishing the Board members' wages;
  - o) Examining appeals against resolutions of the Board concerning the exclusion or refusal to admit a member.

### **§ 20**

1. The General Assembly of PWEA Members shall be opened by the President of the Board or, during his absence, by the Vice-President of the Board. The attendees then elect the Chairman of the General Assembly from among the unlimited number of candidates in an open voting.
2. Sessions of the General Assembly of PWEA Members shall be minuted.
3. The minutes shall be signed by the Chairman of the General Assembly and the recording clerk.

### **§ 21**

1. The Extraordinary General Assembly of PWEA Members shall be summoned by the Board upon its own initiative, upon a written application of at least 1/3 of ordinary PWEA members, on the basis of a resolution of the Steering Committee or on the basis of a resolution of the Audit Committee.

Subjects authorised to demand summoning the General Assembly may present the proposed agenda or items of the agenda.

2. The Board shall be obligated to summon the Extraordinary General Assembly of PWEA Members within 2 weeks from the date of receipt of the application or the application referred to in §19(1) above, including the submitted items in the proposed agenda.
3. If no Ordinary General Assembly is summoned before 30 April of a particular year or no Extraordinary General Assembly is summoned by the Board within the deadline laid down in §19(2) above, the Chairman of the Audit Committee as well as the Chairman or Deputy Chairman of the Steering Committee shall have the right to summon the Assembly – in this case points 4-7 below shall apply accordingly.
4. A notification on the date, place and proposed agenda of the General Assembly of PWEA Members together with draft resolutions of the Board shall be sent by the Board by electronic mail to the addresses appointed by members in the membership application (or as updated by members) no later than 14 days before the Assembly date. If no notification on the change to the email address has been made, the notification made to the last known address shall be deemed effective.
5. Members shall have the right to submit proposals of additional items of the agenda within 10 days before the appointed date of the General Assembly. Together with such a proposal they shall be obligated to submit to the Board draft resolutions concerning the proposed particular items.
6. Proposals of additional items to the agenda together with draft resolutions shall be sent by the Board in accordance with §19(4) above no later than 5 days before the date of the General Assembly.
7. Potential extension of the agenda with items proposed by members in accordance with §19(4) above shall be decided by the General Assembly at the beginning of the session by way of a resolution.

## **§ 22**

1. The Board shall comprise two to five persons (the President and Vice Presidents) appointed by the General Assembly of PWEA Members from among ordinary members for a joint two-year term. The mandate of a Board member shall expire no later than on the day when the new Board is elected.
2. If the composition of the PWEA Board is reduced during the term, supplementation of the Board may occur by way of co-option of subsequent candidates to the Board, who during the voting on the General Assembly of Members when the last election was held acquired the highest number of votes, performed by the remaining members of the Board after acquiring a positive recommendation of the Steering Committee. No more than half of the Board (compared to the Board appointed during the General Assembly of PWEA Members) may be appointed pursuant to this procedure. Resolutions concerning the co-option may be adopted only in writing during a Board session. Provisions of §17(4) of the Statutes shall not apply to the resolution concerning the co-option. In the case of co-option the agenda of the next General Assembly of PWEA Members shall include an item enabling the dismissal of the Board member appointed by co-option.
3. The co-opted members of the Board shall perform the duties of Vice-Presidents of the Board. If the President leaves the Board during the term the Board shall be obligated to immediately summon a General Assembly of PWEA Members to appoint or elect the new President. The term of a Board member appointed by co-option shall expire together with the remaining Board members elected for a particular term.

## **§ 23**

1. The Board manages current activities of PWEA in the periods between the General Assemblies of PWEA Members.
2. Works of the Board are managed by the President or, during his absence, by one of the Vice-Presidents.
3. The competences of the Board include:
  - a) Carrying out resolutions of the General Assembly of PWEA Members;
  - b) Representing PWEA towards third parties;
  - c) Supervision over developing positions/opinions of PWEA;
  - d) Establishing, jointly with the PWEA Steering Committee, current priorities in the PWEA activities;
  - e) Preparing annual and post – term reports on the PWEA activities;

- f) Managing the PWEA assets and funds;
  - g) Issuing internal regulations and rules concerning the PWEA activities, unless such fall within the competence of the General Assembly of PWEA Members or other body appointed in the Statutes;
  - h) Employing the PWEA Director and staff as well as establishing their remuneration;
  - i) Admitting ordinary members, ordinary supporting members, sponsors and subsidiary members;
  - j) Accepting declarations of persons (representatives) appointed by sponsors to work in the Steering Committee;
  - k) Applying to the General Assembly of Members for the allocation of a potential financial surplus and acceptance of a budget for the next year;
  - l) Cooperation with the Steering Committee in the area of decision-making in issues important to PWEA;
  - m) Presenting to the Steering Committee an oral report on actions taken and their results and a written report once per year;
  - n) Deleting PWEA members from the members' list;
  - o) Excluding PWEA Members.
4. Meetings of the Board shall take place at least once per month and shall be summoned by the President of the Board. In the case of
- (i) non-summoning of a session despite a request of one of the Board Members
  - (ii) the lack of the President
  - (iii) the absence of the President lasting more than 2 weeks a meeting of the Board shall be summoned either by a Vice-President of the Board.
5. The resolutions of the Board shall be valid if passed in the presence of at least 2 Board members on the meeting, provided that all Board members have been properly notified about the time of the Board meeting. The Board may also pass resolutions by circulation – in writing or through electronic mail – upon the terms and conditions laid down in detail in the Board Regulations.
6. Board members may be employed in PWEA on the basis of an employment contract or a civil law contract. Details related to the remuneration, refund of costs, disbursement of allowances and other benefits shall be laid down in the contract. In contracts between PWEA and a Member of the Board PWEA shall be represented by a member of the Audit Committee.
7. The organisation and procedures of the Board's works are established in the by-laws adopted by the PWEA Board.
8. At least once per year, no later than before 30 April of a calendar year the Board shall present to the General Assembly of PWEA Members for approval an action plan and a budget for the calendar year as well as a report of fulfilment of the plans for the previous year.
9. The Board shall be obligated to notify the Steering Committee on a current basis, during its sessions or by circulation, of progress in implementation of the Steering Committee resolutions.

#### **§ 24**

1. An advisory body of the Board and PWEA is the Steering Committee, comprising representatives appointed by sponsors to work in the Steering Committee. Up to 3 (three) representatives of a particular sponsor may be appointed to the Steering Committee. A sponsor delegating representatives to work in the Steering Committee shall have one vote during voting on the Steering Committee decisions. A sponsor shall notify to the Board the delegated representative who will vote on behalf of the particular sponsor. Board members shall participate in the Steering Committee sessions without the right to vote. Board members may not be Steering Committee members.
2. Steering Committee works shall be managed by the Chairman of the Steering Committee elected from among the Steering Committee members by an ordinary majority of votes for a two-year term. A particular person may be re-elected a Chairman of the Steering Committee for further terms.
3. The competences of the Steering Committee include:
- a) Initiative in developing proposals concerning designation of directions of the PWEA activities; consulting directions of the PWEA activities presented by the Board;
  - b) Approval and agreement with the Board of periodical Board work plans – upon the Board's request or upon own initiative;

- c) Consulting of important Board positions;
  - d) Developing positions and proposals of solutions within thematic groups;
  - e) Consulting applications for admission of ordinary members, ordinary supporting members, sponsoring members and subsidiary supporting members;
  - f) Applying to the Board for making a decision on PWEA involvement in industry associations or cooperation with chambers, associations or other organisations;
  - g) Applying to the Board for adopting certain subjects for cyclic events organised by PWEA, such as the Forum, Conferences or Exhibitions and the right to participate in the works of the Conference Programme Council;
  - h) Current verification of implementation of PWEA budget;
  - i) Applying to the PWEA Board for the allocation of the potential financial surplus;
  - j) Cooperation with the Board;
  - k) Consulting the Organisation and Work Regulations of the Board;
  - l) Initiating proposals of amendments to the PWEA Statutes;
  - m) Applying to the Board for the summoning of an Extraordinary General Assembly of Members;
  - n) Approving long-term directions of PWEA development and action strategies.
  - o) Specification of strategic directions of PWEA activity and assumptions to official PWEA Position Papers.
4. Each of the Steering Committee members shall have the right to apply to the President of the Board for the establishment of a working group under his/her chairmanship. The application shall define tasks and goals of the group. The President of the Board shall decide about the establishment of the group. The President of the Board is authorised to determine an additional voluntary membership fee for association members taking part in the working of the group. The President of the Board will delegate a substantive PWEA employee to aid the particular workgroup. Furthermore, at least one of the Board members will also participate in the works of a particular workgroup. Organisation of works of a particular workgroup and the results of its works shall be the responsibility of the Chairman of the workgroup. Conclusions developed during works of a particular workgroup shall be presented by the Chairman of the workgroup to the Steering Committee for approval.
5. Meetings of the Steering Committee shall take place at least 4 (four) times per year and shall be summoned by the President of the Board the Chairman of the Steering Committee.
6. Decisions of the Steering Committee shall be adopted by way of resolutions during the Steering Committee sessions or by circulation. Selection of the form of voting shall be decided by the Committee Chairman. Voting by circulation may be held using electronic media (email) within a deadline established by the Committee Chairman and shall be minuted. Detailed voting procedures may be laid down in the Steering Committee by-laws.
7. In the case of an equal number of votes the adoption or rejection of a resolution is determined by the vote of the Chairman of the Steering Committee.
8. The organisation of and procedure for the Steering Committee sessions shall be established in the by – laws adopted by the Steering Committee.

## **§ 25**

- 1. The PWEA Office is a subsidiary body of the Board.
- 2. The Office works are managed by the Director, who can be a Board Member as well.
- 3. The Director is an employee employed on the basis of an employment contract.
- 4. The Director in coordination with the Board establishes the operational principles of the Office and determines its staff.
- 5. The scope of the Director's obligations include inter alia:
  - a) Current management of PWEA works, including in particular supervision over and management of works of PWEA staff;
  - b) Developing proposals of addressed, notices, positions on behalf of PWEA for consultation with the Board;
  - c) Establishing the operational principles of the Office;
  - d) Making financial commitments within the limit assigned by the Board;
  - e) Developing tasks plan and budget for the subsequent year for approval by the Board;

- f) Representing PWEA in matters appointed by the Board;
  - g) Participation in the Board sessions (without the right to vote), participation in the works of the Steering Committee (without the right to vote);
  - h) Organising works of the Board, the Steering Committee and the General Assembly of Members;
  - i) Applying to the Board for modifications to PWEA structure;
  - j) Applying to the Board for adoption of a certain action strategy;
  - k) Applying to the Board for the use of potential budget reserves.
6. During meetings of the Board the Director shall submit periodic reports from the works of the PWEA Office.

#### **§ 26**

1. PWEA may be represented by two Board members acting jointly. Liabilities on behalf of PWEA may be contracted by two Board members acting jointly

### **Chapter V**

#### **The Audit Committee**

#### **§ 27**

1. The Audit Committee is the PWEA controlling body.
2. The organisation and procedures of the Audit Committee's work are established in the by-laws adopted by the Audit Committee.

#### **§ 28**

1. The competences of the Audit Committee include:
- a) Conducting periodical controls of PWEA and its authorities' activities and developing post-control conclusions;
  - b) Conducting controls of PWEA financial economy and compliance thereof with the Statutes and resolutions of the General Assembly of PWEA Members;
  - c) Submitting reports a report from the execution of the financial plan for the previous year to the General Assembly of PWEA Members and consulting the motion for the vote of approval for the Board.
  - d) Appointing, by way of a resolution, a member of the Audit Committee authorised to represent PWEA in contracts between PWEA and a Member of the Board as well as in potential disputes with such a Member.
2. The Audit Committee shall be obligated to make a report from the execution of the financial plan for the previous and consult the motion for the vote of approval for the Board.

#### **§ 29**

1. The Audit Committee shall be composed of at least 3 (three) members, including the Chairman and the Secretary. The Chairman and the Secretary shall be elected by members of the Audit Committee from among them during the first Audit Committee session.
2. If the composition of the Audit Committee is reduced during the term, supplementation of the Audit Committee may occur by way of co-option performed by remaining members of the Committee. No more than half of the composition of the body may be appointed in this way.
3. Members of the Audit Committee shall have the right to participate in the Board meetings with an advisory vote.

### **Chapter VI**

#### **Assets**

#### **§ 30**

1. The funds and assets of PWEA consist of:

- a) Joining fee,
  - b) Membership fees,
  - c) Grants and donations,
  - d) Heritages and bequests,
  - e) Profits from the statutory and business activity,
  - f) Revenues on PWEA property,
  - g) Public donations,
  - h) Revenues acquired from sources other than listed above.
2. A membership fee is paid on a one-off basis in advance for 12 months. The fee shall be subject to a proportional refund in a member is excluded from PWEA for reasons laid down in §15(a) or §15(c) - §15(f) – for the period after the deletion.
  3. The joining fee is paid on a one-off basis together with declaration form in the amount of 50% of the yearly base rate.

### **§ 31**

1. PWEA may conduct business activity in accordance with the terms and conditions laid down in separate regulations.
2. Profit from the business activity may be used solely to pursue statutory goals of PWEA.

## **Chapter VII**

### **Electoral law**

### **§ 32**

1. Members of PWEA authorities are appointed for a joint term lasting two years and expiring upon election of the authorities for the next term.
2. Members of PWEA authorities may be dismissed at any time.

### **§ 33**

1. The election of the PWEA authorities is held by an ordinary majority of votes and shall be confidential.
2. The following voting procedure is established:
  - a) Voting for the President of the Board – only one undeleted name shall be left on the ballot,
  - b) Voting for the remaining members of the Board – no more names than stemming from the composition of the Board specified by the General Assembly of PWEA Members shall be left undeleted on the ballot,
  - c) Voting for members of the Audit Committee – no more names than stemming from the composition of the Audit Committee specified by the General Assembly of PWEA Members shall be left undeleted on the ballot.
3. A vote cast on a ballot other than specified as well as more names than specified in §33(2)(a) - §33(2)(c) are left undeleted on the ballot.
4. If during the first voting no candidate received the ordinary majority of votes and more than one candidate has been proposed, in the further rounds of the voting the one who received the least votes shall be deleted from the list of candidates.

## **Chapter VIII**

### **Amendment of the Statutes and dissolving of the Association**

#### **§ 34**

The Statutes may be amended by a resolution of the General Assembly of PWEA Members, adopted by an ordinary majority of votes, in the presence of at least half of PWEA members.

#### **§ 35**

Upon registration, the founders become ordinary members of PWEA.

#### **§ 36**

1. Dissolution of PWEA requires a resolution of the General Assembly of PWEA Members, adopted by an ordinary majority of votes, in the presence of at least 2/3 of the members authorized to vote.
2. In the case of adoption of a resolution on dissolution of PWEA, the General Assembly of PWEA Members shall designate the purpose, to which the PWEA assets will be assigned, and shall establish a Liquidation Committee.

## **Chapter IX**

### **Final provisions**

#### **§ 37**

Relevant provisions of the Association Law of 7 April 1989 (Journal of Laws 1989.20.104 as amended) shall apply to matters unsettled by these Statutes.