

Annex No. 1

## **STATUTE**

### **of the Chamber of Commerce of the Polish Hotel Industry**

#### **Chapter 1**

#### **General Provisions**

##### **§ 1**

The Chamber of Commerce of the Polish Hotel Industry, hereinafter referred to as the Chamber or IGH, is a business self-government organisation that associates providers of hotel services within the meaning of the Act on tourist services of 29 August, 1997 (Journal of Laws 01.55.578) and entities conducting activities for the hotel industry within the territory of the Chamber's operation.

##### **§ 2**

1. The Chamber has a status of a legal entity and operates based on the Act on chambers of commerce of 30 May, 1989 (Journal of Laws No. 35, item 195, as amended) and the provisions of this Statute.
2. The Chamber may pursue a business activity to the extent necessary for achieving its statutory objectives.

##### **§ 3**

The Chamber's registered office is located in the capital city of Warsaw.

##### **§ 4**

1. The Chamber's territory of operation is the territory of the Republic of Poland.
2. The Chamber pursues its objectives in Poland and abroad.
3. The Chamber has the right to establish branches and other organisational structures.
4. The Chamber has the right to appoint Chamber Representatives.

##### **§ 5**

The Chamber may be a member in national and international organisations and associations with a similar operating profile.

##### **§ 6**

The Chamber uses a stamp reading: "Izba Gospodarcza Hotelarstwa Polskiego" ("Chamber of Commerce of the Polish Hotel Industry").

## Chapter 2

### Chamber responsibilities

#### § 7

Chamber responsibilities include in particular:

- 1) representing economic interests of the Chamber member entities, to the extent concerning their business activity, in particular before state government and territorial self-government authorities;
- 2) arranging assistance in solving economic, organisational and legal problems related to undertaking and pursuing a business activity by members of the Chamber;
- 3) conducting promotional activities to the benefit of Chamber members and assistance in networking with partners in Poland and abroad;
- 4) shaping and promoting ethics in business, in particular by the development and improvement of standards of reliable conduct in business transactions;
- 5) giving opinions on draft solutions concerning economy; participation in drafting legislation in this respect, and reviewing implementation and operation of business-related legislation;
- 6) activities aiming at the development of tourism.

#### § 8

The Chamber performs its responsibilities by:

- 1) contributing to the environment that is conducive to the development of business life, and supporting economic initiatives of its members;
- 2) promoting, in cooperation with competent educational authorities, of the development of vocational training; supporting on-the-job training and human resources development;
- 3) delegating its representatives, following invitations of state government and territorial self-government authorities, to participate in the work of advisory and consultative bodies;
- 4) making arrangements and creating conditions for the settlement of disputes in amicable and conciliatory proceedings, and participating, based on separately agreed conditions, in court proceedings that are connected with the business activity of its members;
- 5) giving opinions on the existing business regulations;
- 6) providing information and giving opinions on the operation of business entities, and expressing opinions on the state of economic development within the territory of the Chamber's operation;
- 7) performing tasks that have been entrusted to the Chamber by separate regulations;
- 8) establishing foundations and scholarships to promote economic initiatives that fall within the scope of the Chamber's mission;
- 9) publishing activities;
- 10) organisational, technical, legal and economic consultancy; issuing expert opinions; performing marketing research and consulting activities;
- 11) sharing cooperation and experience with Polish and foreign organisations associating business entities;
- 12) creating industry and community clubs;
- 13) appointing teams of experts and advisors, committees and task groups.

## **Chapter 3**

### **Members' rights and obligations**

#### **§ 9**

1. The Chamber may be joined by any entity engaged in a business activity within the territory of the Chamber's operation with the exception of natural persons who pursue this business activity as a side paid occupation.
2. The Chamber's operation may not infringe on the independence of its members or interfere with their internal affairs.
3. The Chamber has no authoritative rights over its members.

#### **§ 10**

1. Decisions to grant membership are taken by the Management Board of the IGHP following a review of an application submitted by the entity concerned.
2. A business entity applying for membership in the Chamber should submit a membership declaration with a statement confirming its legal status, and undertake to pay membership fees.
3. The Management Board of the IGHP may not refuse membership to a business entity that complies with the legal statutory requirements and the requirements of this Statute.
4. Decisions concerning applications of other business entities are taken by the Management Board of the Chamber.

#### **§ 11**

1. Members of the Chamber who are natural persons exercise their rights and fulfil their responsibilities in person or by attorney.
2. Members of the Chamber other than natural persons are represented in the Chamber by natural persons who are legally empowered to represent such members.

#### **§ 12**

Members of the Chamber are vested with the following:

- 1) the right to vote in elections to Chamber Bodies and the right to be elected therefor;
- 2) the right to participate in all forms of the Chamber's activity;
- 3) the right to use all forms of the Chamber's assistance.

#### **§ 13**

A member of the Chamber is obliged:

- 1) to comply with the provisions of the Statute and resolutions of the Chamber Bodies;
- 2) to participate in pursuing the statutory objectives and tasks of the Chamber;
- 3) to comply with the rules of professional ethics and decency;
- 4) to take care of the Chamber reputation;
- 5) to regularly pay membership fees.

## **§ 14**

Membership in the Chamber is terminated when:

- 1) a member submits a written statement of withdrawal from the Chamber to the Management Board of the Chamber, with three months' notice;
- 2) a member is struck off the list of its members pursuant to a resolution of the Management Board of the Chamber invoking discontinuation of business or failure to comply with § 13 of the Statute;
- 3) a member is excluded from the Chamber pursuant to a resolution of the Management Board, effective as of the day of its approval by the Council of the Chamber.

## **§ 15**

1. A member of the Chamber may be deprived of membership by means of exclusion from the Chamber, if the member:
  - 1) pursues an activity that is contrary to the principles of ethics or decency;
  - 2) breaches the obligations of a Chamber member, and fails to cease the breach upon receiving a written caution to this effect;
  - 3) has failed to pay membership fees for at least 6 months.
2. A business entity that receives a substantiated decision that they have been deprived of their membership, pursuant to § 14 section 3, has the right to appeal against the decision within 6 weeks of its receipt.
3. The appeal is considered at the next General Meeting of the Chamber.

## **Chapter 4**

### **Chamber Bodies**

## **§ 16**

1. The bodies of the Chamber are:
  - 1) the General Meeting of Chamber Members;
  - 2) the Council of the Chamber and the Management Board of the Chamber;
  - 3) the Audit Committee.
2. Members of the Council and the Management Board of the Chamber, and of the Audit Committee work on a voluntary basis (with the exception of § 29 section 1 item 2).

## **§ 17**

Chamber Bodies may only comprise natural persons – members of the Chamber, or natural persons representing members of the Chamber that are legal persons (with the exception of § 29, section 1, item 2).

## **§ 18**

1. The term of office of the Chamber Bodies is 3 years.
2. Elections to the Chamber Bodies are held by secret or open ballot, depending on the resolution of the General Meeting adopted on the case-by-case basis.
3. The same procedure applies to dismissals of members of the Bodies.

## § 19

The Council of the Chamber and the Audit Committee are officially formed during their first post-election meetings, which are chaired by the Chairman of the Chamber's General Meeting.

## § 20

1. A member of the Chamber ceases to be represented in the Bodies of the Chamber when:
  - 1) their membership in the Chamber is terminated;
  - 2) a power of attorney of their representative expires;
  - 3) their representative resigns from involvement in the Chamber Bodies;
  - 4) they are excluded from involvement in the Chamber Bodies due to failure to discharge statutory obligations, pursuant to a resolution of the Chamber Body in which the member has been represented.
2. If a power of attorney expires, a natural person who has been a member of one of the Chamber Bodies may, pursuant to a resolution adopted by that Body, continue as an honorary member or participate in the work thereof in an advisory capacity.

## § 21

1. The Council of the Chamber and the Audit Committee have the right to make changes in their respective compositions. Such changes may result from resignation, dismissal or exclusion of the Bodies' members, and from appointments or dismissals of Chamber Representatives.
2. In the event of resignation, dismissal, or exclusion of a member of the Council of the Chamber or the Audit Committee, the authorities of such bodies have the right of co-optation, on the proviso that the number of co-opted members must not exceed 1/3 of the elected members.
3. In the event of an appointment of a Chamber Representative, the Council has the right of co-optation, on the proviso that the number of members of the Council co-opted from among the Chamber Representatives must not exceed 1/2 of the elected members of the Council.
4. In the event of a significant increase in the Chamber membership, the co-option of new members to the Bodies is permitted within the numbers specified in § 29.

## § 22

1. Meetings of Chamber authorities may be split, whereas the second part of the meeting must not start earlier than 30 minutes after the first part of the meeting.
2. Resolutions may be adopted during the first part of the meeting if at least half of the Body members with the right to vote participate in the meeting.
3. Resolutions may be adopted during the second part of the meeting, regardless of the number of attendees.
4. Resolutions of the Chamber Bodies are adopted by simple majority voting. In the event of a tie vote, the Chairman of the Chamber Body has the casting vote. This shall not apply to resolutions of the Council that may be adopted outside Council meetings on the conditions specified in section 6 and 7 below.
5. Voting is by open ballot, unless the Statute or a resolution by the Chamber Body provide otherwise.
6. Following the request of the President of the IGHP, the Council of the Chamber may adopt resolutions by means of electronic communication or by means of direct remote communication. The adoption procedure referred to in the preceding sentence may not be applied to resolutions for which the Statute or legal regulations require a secret ballot.

7. Following the request of the Management Board, the Council of the Chamber adopts the Rules and Regulations for adoption of resolutions by the Council of the Chamber by means of electronic communication.

## **General Meeting**

### **§ 23**

1. The highest authority of the Chamber is the General Meeting.
2. The Ordinary General Meeting is convened by the Management Board of the Chamber, and is held at least once every three years.
3. The venue, date and agenda of the session are communicated by the Management Board of the Chamber which sends a relevant notice to Chamber members by letter or in any other written form, at least 21 days before the date of the Ordinary General Meeting.
4. The Management Board of the Chamber may send a convening notice for the Ordinary General Meeting, including the venue, date and agenda of the session by e-mail, only to such members who have agreed to such communication and stated their designated e-mail address. The notices are sent with a PDF attachment (or a similar file format) reflecting the content of the letter referred to in section 3.
5. Members' requests concerning changes in or additions to the agenda must be received by the Management Board of the Chamber not later than 14 days before the date of the Ordinary General Meeting.
6. In the case of planned changes in or additions to the agenda, the Management Board of the Chamber is obliged to notify the members of the Chamber to this effect at least 10 days before the date of the Ordinary General Meeting. The provision of section 4 shall apply as appropriate.
7. The Ordinary General Meeting may amend or supplement the agenda in accordance with the requests that have been communicated to the members of the Chamber in line with the provisions of section 6.
8. The Council of the Chamber, the Audit Committee or the President of the Chamber have the right to convene the Ordinary General Meeting, if it is not convened within the time limit specified in section 2. The provisions of section 3 - 7 shall apply as appropriate.

### **§ 24**

1. The Extraordinary General Meeting is convened by the Management Board on its own initiative, or at the request of the Council of the Chamber or the Audit Committee, or at a written request of at least 1/5 of the members of the Chamber, or at the request of the President of the IGHP.
2. The Audit Committee convenes the Extraordinary General Meeting whenever it deems it necessary or if requested by the Council of the Chamber, 1/5 of the members of the Chamber, or the President of the IGHP, and the Management Board of the Chamber fails to convene the Extraordinary General Meeting within two weeks of a relevant request.
3. Resolutions of the Extraordinary General Meeting may concern the matters on the agenda, as agreed and communicated in line with the procedure specified in § 23, subject to section 4 below.
4. Any matters that are not included in the agenda may be the subject of resolutions of the Extraordinary General Meeting only if they relate to procedural issues or to convening the Extraordinary General Meeting.
5. Subject to section 1- 4 above, the arrangements specified in § 23 section 3 - 7 shall apply as appropriate.

## **§ 25**

1. Members of the Chamber participate in the General Meeting in person or by their duly authorised representatives.
2. The Secretary General of the IGHP has the right to participate in the General Meeting.
3. Each member of the Chamber has one vote at the General Meeting.

## **§ 26**

Resolutions of the General Meeting are adopted by a simple majority of votes, subject to the provisions of § 40 of the Statute.

## **§ 27**

Powers of the General Meeting include:

- 1) adopting the Statute of the Chamber and any amendments thereto;
- 2) adopting rules for the election of Chamber authorities and the rules of procedure for the General Meeting;
- 3) approving the rules of procedure for the Council of the Chamber and the Audit Committee;
- 4) appointing and dismissing the Council of the Chamber and the Audit Committee;
- 5) setting operational directions and adopting action programmes for the Chamber;
- 6) taking decisions on long-term liabilities (with a maturity above 1 year) and determination of the maximum amount of the obligations that the Chamber may incur;
- 7) approving the reports of the Council of the Chamber and the Audit Committee;
- 8) acknowledgement of the fulfilment of duties by the Council of the Chamber and the Audit Committee;
- 9) adopting resolutions on other matters under the Statute.

## **Council of the Chamber and Management Board of the Chamber**

## **§ 28**

1. The Council of the Chamber manages Chamber operations.
2. The Council approves the financial statements of the Chamber for the previous year and the annual budget.
3. The Council is responsible for taking all decisions that are not reserved by the Statute for other Bodies.
4. The Management Board is a body which manages the Chamber's ongoing operations in the periods between meetings of the Council and represents the Chamber outside.
5. The Management Board of the Chamber is the undertaking manager within the meaning of the Accounting Act.

## **§ 29**

1. The Council of the Chamber is composed of:
  - 1) 15-30 members, including up to 20 members elected by the General Meeting of the Chamber and up to 10 members co-opted by the Council;
  - 2) the Secretary General who is a regular employee, appointed by the Council.

2. The Council of the Chamber is officially formed during its first meeting when it elects the Management Board from among its members (5 - 7 persons), including the President of the Chamber and, following the President's request, two to four Vice Presidents and a treasurer; it also appoints the Secretary General to the Chamber. To changes in the composition of the Management Board the provisions of the previous sentence shall apply as appropriate.
3. The Management Board of the Chamber is composed of the President of the IGHP, Vice Presidents of the IGHP, the Treasurer and the Secretary General to the IGHP.
4. The scope of responsibilities, powers and obligations of the Secretary General to the IGHP is determined by the Council of the Chamber by resolution.
5. The IGHP may be represented by the representatives of the Chamber in the regions. A Chamber Representative may be co-opted to the Council of the Chamber by resolution adopted by the Council following the request of the Management Board.
6. The Council of the Chamber, following the request of the Management Board, adopts the rules of procedure for Chamber Representatives.

### **§ 30**

Declarations of will on behalf of the Chamber are made by two members of the Management Board or one member of the Management Board acting jointly with a Board-appointed attorney.

### **§ 31**

1. Whenever required, the Council and the Management Board may appoint ad hoc or standing task-specific committees, which act as an auxiliary body in the development and completion of specific tasks.
2. The Council of the Chamber and the Management Board of the Chamber operate under the Rules adopted respectively by the General Meeting of the Chamber and the Council.

## **Audit Committee**

### **§ 32**

1. The Audit Committee is composed of 3 - 5 persons elected by the General Meeting of the Chamber.
2. The Audit Committee elects, from among its members, the Chairman, the Deputy Chairman and the Secretary.

### **§ 33**

Responsibilities of the Audit Committee include:

- 1) conducting current and annual audits of the Chamber's financial management;
- 2) presenting the General Meeting with proposals and observations concerning the Chamber's current activities;
- 3) submission to the General Meeting of reports from audits of the Chamber's operations along with proposals to acknowledge the fulfilment of duties by the Council of the Chamber.

### **§ 34**

1. The Audit Committee acts in accordance with the rules approved by the General Meeting, which set out its organisation and rules of procedure.



2. A representative of the Audit Committee may attend meetings of the Council and the Management Board of the Chamber.

### **§ 35**

1. The Management appoints the Executive Office of the Chamber to organise the current activities of the Chamber.
2. Work of the Executive Office of the Chamber is managed by the Secretary General of the IGHP.
3. Employees of the Executive Office may not be members of the Council (subject to § 29 section 1 item 2) or the Audit Committee.

## **Chapter 5**

### **Financial management and assets of the Chamber**

#### **§ 36**

Assets of the Chamber consist of movables, real estate, cash and all property rights.

#### **§ 37**

Sources of the Chamber assets include:

- 1) membership fees;
- 2) proceeds from the Chamber's business activity;
- 3) proceeds from the statutory activity;
- 4) income from the Chamber's assets;
- 5) grants, donations, inheritances and bequests.

#### **§ 38**

1. Each member of the Chamber is obliged to pay membership fees in the amounts and on dates specified by the Council of the Chamber.
2. The Council of the Chamber adopts a resolution on matters specified in section 1 following consultation with members of the Chamber.

#### **§ 39**

The Chamber keeps its accounts in line with the applicable legal regulations.

## **Chapter 6**

### **Amendments to the Statute and dissolution of the Chamber**

#### **§ 40**

1. A resolution to amend the Statute or dissolve the Chamber is adopted by the General Meeting by a majority of 2/3 of votes in the presence of at least half of those entitled to vote during the first part of the meeting, and by a majority of 2/3 of votes, regardless of the number of attendees during the second part of the meeting.
2. If a resolution to dissolve the Chamber is adopted, the General Meeting appoints, in the same resolution, a liquidator who will carry out the liquidation, while implementing the provisions of the Statute concerning the intended allocation of the Chamber's assets.

3. The following rules for the allocation of the Chamber's assets are hereby defined for the purposes of the Chamber liquidation:
  - 1) in the first place, the Chamber's assets are to be allocated to satisfy debts and claims, and to cover the costs of the Chamber's liquidation;
  - 2) the Chamber's assets may not be allocated for distribution among its members;
  - 3) the remaining assets of the Chamber are allocated for community purposes as specified in the General Meeting's resolution on the Chamber dissolution.
4. The liquidation will be carried out under the Chamber's name with the addition of: "in liquidation".
5. As soon as they are appointed, the liquidator submits a request to the court registry to enter the opening of the Chamber liquidation in the register, proceeds to prepare the balance sheet as at the liquidation start date and the list of the Chamber's obligations, and also prepares a financial plan for the liquidation and a debt coverage plan.
6. Once the liquidation is completed, the liquidator presents the balance sheet as at the liquidation end date to the General Meeting for approval.
7. Once the balance sheet as at the liquidation end date is approved, the liquidator submits a request to have the Chamber struck off the register, and submits the books and documents of the now liquidated Chamber to be kept at the Polish Chamber of Commerce (KIG).

**Secretary to the Extraordinary  
General Meeting  
(-)Krzysztof Wojtkiewicz**

**Chairman of the Extraordinary  
General Meeting  
(-)Julian Bystrzanowski**