

STATUTE OF THE POLISH-NORWEGIAN CHAMBER OF COMMERCE

CHAPTER I General Provisions

§1

1. The Polish-Norwegian Chamber of Commerce, hereinafter referred to as the Chamber, is an independent, non-profit economic self-government organization established to protect and represent the economic interests of the entrepreneurs associated with it, as well as to stimulate trade cooperation between the Republic of Poland and the Kingdom of Norway.
2. The Chamber may use its name in English: Polish-Norwegian Chamber of Commerce.

§2

The Chamber operates based on the Act of May 30, 1989, on Chambers of Commerce (Journal of Laws No. 35, item 195, consolidated text: Journal of Laws of 2009, No. 84, item 710, as amended) and other legal provisions and its statute.

§3

1. The registered office of the Chamber is in Gdańsk.
2. The Chamber acquires legal personality upon registration in the National Court Register.

§4

1. The Chamber operates throughout the entire territory of Poland.
2. The Chamber may establish branches and representative offices.

§5

The Chamber may enter into targeted agreements and may be a member of national and foreign organizations with similar statutory objectives, as well as participate in commercial law companies, establish foundations, and be a member of associations.

§6

The Chamber may conduct business activities on general terms. The income from this activity serves to fulfill the statutory objectives of the Chamber and cannot be distributed among its members.

§7

The Chamber uses its emblem, which is defined in Annex No. 1 to this Statute.

§8

The Chamber may possess a membership mark based on the applicable legal regulations and its own regulations adopted by the Management Board.

CHAPTER II Objectives and Tasks of the Chamber

§9

The objectives and tasks of the Chamber include, in particular:

1. The Chamber will establish a network of connections between entrepreneurs and institutions, as well as with the state administration in Poland and Norway, which will serve as a space for the exchange of information and trade offers.
2. The Chamber will also organize fairs, conferences, seminars, and other meetings aimed at enabling its members to expand and strengthen their business activities conducted in Norway and Poland.
3. The Chamber's goal is also to promote Polish entrepreneurs in Norway, as well as to create access to tools that enable the exchange of their experiences in the Norwegian market.

§10

The Chamber achieves its objectives and tasks, among others, by:

1. Creating conditions for the development and modernization of economic life, supporting the economic initiatives of its members, promoting their participation in the media, and working towards the development of interregional and international economic contacts,
2. Providing opportunities to create business networks during fairs, conferences, seminars, meetings, and through the internet portal,
3. Supporting vocational training for its members and their employees in cooperation with relevant organizations or educational and scientific centers, aimed at preparing them to meet competition,
4. Collaborating with other bilateral chambers, business organizations from Poland and Norway, and diplomatic missions,
5. Representing and advocating for its members before local and government administration bodies in Poland and Norway,
6. Promoting member companies through the internet portal aimed at increasing the positioning and visibility of entrepreneurs online,
7. Providing informational support to entrepreneurs associated with resolving important issues for them,
8. Promoting entrepreneurs during events organized by the Chamber,
9. Contributing to the development of local and regional entrepreneurship infrastructure,
10. Shaping and disseminating principles of ethics in business activity, particularly promoting standards of fair conduct in economic transactions, issuing opinions on existing customs related to business activities,
11. Expressing opinions on projects concerning the functioning of the economy and participating, under the principles specified in separate regulations, in the preparation of draft legal acts in this regard,
12. Evaluating the implementation and functioning of legal regulations concerning business activities.

13. Promoting Polish culture in Norway and Norwegian culture in Poland, organizing cultural events or supporting cultural initiatives related to these cultures,
14. Informing about the functioning of the Chamber and the entrepreneurs associated with it,
15. Conducting market research, including demand for products and services, at the request of Chamber members,
16. Issuing opinions and references regarding their activities at the request of associated members,
17. Representing the opinions of Chamber members regarding the creation and amendment of regulations in the field of economic policy,
18. Delegating representatives to advisory bodies of local authorities and government administration,
19. Creating problem committees, advisory teams, committees, expert groups, and other collegial bodies,
20. Establishing procedures and conditions for resolving disputes between its members through amicable and conciliatory proceedings,
21. Protecting the good name of its members,
22. Disseminating good practices and solutions that achieve the highest efficiency in economic activity.

CHAPTER III

Members of the Chamber and Their Rights and Obligations

§11

1. Any entrepreneur with a registered business in the territory of the Republic of Poland or the Kingdom of Norway may become a member of the Chamber.
2. An entrepreneur is understood as a natural person, legal entity, and organizational unit that is not a legal person, which a separate statute grants legal capacity—engaging in business or professional activities in its own name.

§12

1. Decisions regarding the granting of membership are made by the Management Board of the Chamber after considering the application of the interested entity.
2. The interested economic entity applying for membership in the Chamber must submit a membership declaration, a document confirming the legal status of the entity, and a commitment to pay membership fees.
3. The Management Board of the Chamber may not refuse to accept an economic entity that meets the statutory and statutory requirements.
4. An appeal to the General Assembly may be made by the interested entity within 30 days of receiving a decision if the application for membership is denied.

§13

1. A member of the Chamber who is a natural person exercises their rights and obligations personally.
2. Members of the Chamber who are not natural persons exercise their rights and obligations through their representatives.

§14

Members of the Chamber have the right to:

1. Active and passive voting rights;
2. Participate in all forms of the Chamber's activities;
3. Utilize all forms of assistance provided by the Chamber and benefits specified in the statute;
4. Submit proposals regarding the Chamber's activities.

§15

1. Members of the Chamber may form membership groups based on a common basis of ownership or type of business activity (industry branches), as well as on the area of their operations (regional branches). Such groups are not bodies of the Chamber within the meaning of the statute, nor are they regional organizational units of the Chamber under the Act on Chambers of Commerce.
2. Groups may create their own rules of operation. Each such regulation must be approved by the Management Board of the Chamber.
3. A membership group is established and can be dissolved by a resolution of the Management Board.

§16

1. The General Assembly of the Chamber creates a branch by resolution, based on a proposal from at least 20 members of the Chamber.
2. The Chamber's branch does not have a separate legal personality, and its activities cannot be contrary to the activities of the Chamber.
3. In the resolution establishing the branch, the General Assembly also appoints a representative for the branch, who is responsible for organizing the first meeting of the branch members and conducting elections for the branch's authorities.
4. The members of the branch elect a Management Board of the branch, consisting of 3 to 5 members, including the President of the branch's Management Board.
5. The activities of the branch are subject to the oversight of the Audit Committee.
6. The branch does not conduct its own financial management.
7. The liquidation of the branch occurs by a resolution of the General Assembly of the Chamber and according to the principles specified therein.
8. Branches may create their own rules of operation. Each such regulation must be approved by the Management Board of the Chamber.

§17

1. The Chamber may establish its representative offices in the country and abroad.
2. The establishment of a representative office abroad takes place in accordance with the legal order of the place where the representative office is established.
3. The procedure for appointing the representative, the organization of the representative office, and the principles of its financing shall be determined by a resolution of the General Assembly of the Chamber.
4. In matters not regulated, the provisions regarding the Chamber's branches shall apply accordingly.

§18

A member of the Chamber is obliged to:

1. Adhere to the provisions of the statute and the resolutions of the Chamber's authorities;
2. Cooperate in the realization of the statutory goals and tasks of the Chamber;
3. Observe the principles of professional ethics and good business practices;
4. Actively care for the good name of the Chamber;
5. Regularly pay membership fees

§19

Membership in the Chamber ceases:

1. Due to removal, upon the final expiration of the permit to conduct business activity, resignation of the entity from such activity, or removal from the relevant registers, as well as upon the death of a natural person;
2. After a 3-month period from the written resignation of membership by the entrepreneur;
3. After expulsion based on §21, section 1 of the Statute.

§20

A member of the Chamber may be suspended in their rights by a resolution of the Management Board if the grounds for their expulsion require explanatory proceedings.

§21

1. Expulsion may occur by a resolution of the Management Board if a member:
 - a) Engages in activities contrary to the principles of ethics or good business practices;
 - b) Violates the obligations of a Chamber member;
 - c) Fails to pay membership fees for at least 6 months;
 - d) At the request of the Arbitration Court.
2. Entrepreneurs have the right to appeal this decision within 6 weeks from the date of its delivery along with the justification. The appeal is considered by the nearest General Assembly.

§22

1. The Chamber may grant the title of Honorary Member to individuals who have made a significant contribution to the development of Polish-Norwegian economic relations.
2. The title of Honorary Member can only be awarded to a natural person.
3. The title of Honorary Member is conferred by the General Assembly through a resolution.
4. An Honorary Member does not have any rights or obligations arising from membership in the Chamber, except in cases where they are simultaneously a member of the Chamber as defined in §11 of the Statute.

CHAPTER IV

Authorities of the Chamber

§23

The authorities of the Chamber are:

1. The General Assembly of Chamber Members;
2. The Management Board of the Chamber;
3. The Audit Committee;
4. The Arbitration Court.

§24

Only natural persons can be members of the Chamber's authorities. This includes individuals who are not members of the Chamber.

§25

1. In the event of resignation during the term of an elected member of the Management Board, a member of the Audit Committee, or a member of the Arbitration Court, these authorities have the right to co-opt new members; however, the number of co-opted members cannot exceed 1/3 of the number of elected members.
2. A co-opted member of the Chamber's authorities must be approved by the nearest General Assembly.

§26

1. The term of office for the authorities of the Chamber, as mentioned in §23, points 2, 3, and 4, lasts for 5 years.
2. Elections to the Chamber's authorities are conducted by secret ballot.
3. The removal of authority members also occurs by secret ballot.
4. The mandates of the elected members of the Management Board, members of the Audit Committee, and members of the Arbitration Court expire on the day of the General Assembly that concludes the term of the Chamber's authorities.

CHAPTER V

General meeting

§27

1. The General Assembly is the highest authority of the Chamber.
2. The General Assembly can be convened in an ordinary or extraordinary manner.

§28

1. The Ordinary General Assembly is convened by the Management Board of the Chamber annually by June 30.
2. General Assemblies of Members of the Polish-Norwegian Chamber of Commerce may take place online.

§29

1. The Extraordinary General Assembly is convened by the Management Board on its own initiative, or at the request of the Audit Committee, or upon written request from 1/10 of the Chamber's members.

2. The Extraordinary General Assembly must take place no later than 40 days from the date of the request and should exclusively address the matters for which it was convened.

§30

1. The Audit Committee convenes the Ordinary General Assembly if it has not been convened by the Management Board of the Chamber in accordance with the requirements of §28.
2. The Audit Committee convenes an Extraordinary General Assembly if the Management Board remains inactive despite the requests mentioned in §29, paragraph 1.

§31

1. The authorized body notifies the Chamber's members of the place, date, and proposed agenda of the meeting electronically to the email address provided in the membership declaration at least 30 days before the General Assembly takes place. If the email address changes, the member is obliged to update the information provided in the membership declaration.
2. Requests from Chamber members for changes or additions to the agenda must be submitted no later than 14 days before the General Assembly.
3. Members of the Chamber are informed of changes or additions made as specified in paragraph 2 at least 7 days before the General Assembly takes place.

§32

The competencies of the General Assembly include, in particular:

1. adopting the Chamber's Statute, the Regulations of the Chamber, the Regulations of the Audit Committee, and the Regulations of the Arbitration Court;
2. adopting the activity programs of the Chamber;
3. electing members of the Chamber's Management Board, members of the Audit Committee, and members of the Arbitration Court;
4. considering appeals against decisions made by the Management Board, the Audit Committee, and the Arbitration Court according to the principles contained in this statute and regulations;
5. reviewing reports on the activities of the Management Board, the Audit Committee, and the Arbitration Court;
6. granting discharge to the Management Board at the request of the Audit Committee;
7. dismissing members of the Management Board, the Audit Committee, and the Arbitration Court;
8. approving the Chamber's balance sheet;
9. determining the amount of membership fees and other contributions to the Chamber;
10. giving consent for the disposal of separate business units;
11. giving consent for the disposal of real estate;
12. adopting benefits/salaries for members of the Management Board.

§33

1. The Ordinary and Extraordinary General Assembly adopts resolutions by a simple majority of votes cast by those entitled to vote present at the General Assembly, unless the provisions of the statute or other legal regulations require a qualified majority.
2. The detailed procedures for the operation of the General Assembly are defined in the Chamber's Regulations approved by the General Assembly.

§34

1. Members of the Chamber participate in the General Assembly personally, through their representatives, or through appointed proxies.
2. Each member of the Chamber has one vote at the General Assembly.
3. All employees of the Chamber also have the right to participate in the General Assembly with an advisory vote.
4. The Management Board may also invite other individuals, especially advisors and experts, to the General Assembly. Such individuals have an advisory vote.

Chapter VI The Management Board of the Chamber

§35

The Management Board of the Chamber is the highest executive authority of the Chamber.

§36

1. The Management Board directs the activities of the Chamber and represents it externally.
2. The Management Board is responsible for making all decisions not reserved by applicable law and the statute to the competencies of other bodies.

§37

1. The Management Board consists of 1 to 5 members elected by the General Assembly.
2. The Management Board constitutes itself by electing a president and a vice president. If necessary, the Management Board may designate other elected positions.

§38

1. The Management Board meets at least once every two months.
2. Meetings of the Management Board are convened by the president or, with their authorization, by the vice president.
3. Resolutions of the Management Board are adopted by a simple majority of votes in the presence of at least half of the members. In the case of a tie, the president's vote is decisive. Individuals from outside the Management Board may be invited to the meetings with an advisory vote.

§39

1. The competencies of the Management Board include, in particular:
 - a) executing resolutions of the General Assembly;
 - b) establishing annual activity programs for the Chamber and approving financial plans;
 - c) reviewing reports on the execution of financial plans;
 - d) adopting regulations for member groups;
 - e) considering complaints and requests concerning the activities of the Chamber.
 - f) adopting resolutions on all matters not reserved for the competencies of other authorities of the Chamber;
 - g) establishing principles for the administrative servicing of the Chamber;
 - h) managing the assets of the Chamber.
2. The detailed scope of the Management Board's activities is defined by regulations approved by the president.

§40

1. The representation of the Chamber is individual. Each member may represent the Chamber independently. Declarations of will on behalf of the Chamber in matters concerning assets up to the amount of 2,000 PLN may be made by the Director of the Office.
2. In the case of a one-person Management Board, declarations of will on behalf of the Chamber are made by the President of the Management Board.
3. The current administrative activities of the Chamber are managed by the Director of the Office, appointed by the Management Board.
4. The scope of duties and competencies of the Director of the Office and the structure of the Office are defined by regulations approved by the Management Board.

§41

1. Depending on needs, the Management Board may appoint ad hoc or permanent problem committees to assist the Management Board in developing and implementing selected tasks.
2. The procedure for appointing and the principles of operation of problem committees are defined by regulations adopted by the Management Board.

Chapter VII The Revision Commission

§42

1. The Revision Commission consists of 2 members elected by the General Assembly.
2. The Revision Commission elects a chairperson and a secretary from its members.
3. A representative of the Revision Commission may participate in meetings of the Management Board with an advisory vote.

§43

The competencies of the Revision Commission include, in particular:

1. conducting ongoing and annual audits of the Chamber's financial management;
2. presenting the Management Board with recommendations and observations regarding the ongoing activities of the Chamber;
3. submitting reports on the activities of the Chamber to the General Assembly and making proposals regarding the granting of discharge to the Management Board;
4. expressing consent for:
 - a) the acquisition of real estate;
 - b) amendments to the Chamber's budget;
 - c) suspending the rights of a member of the Management Board of the Chamber.

§44

The Revision Commission operates based on the Regulations of the Revision Commission, approved by the General Assembly, which defines its organization and mode of operation.

Chapter VIII The Arbitration Court

§45

1. The Arbitration Court consists of 3 members elected by the General Assembly.
2. The Arbitration Court elects a Chairperson from among its members.

§46

The Arbitration Court adjudicates on the responsibility of Chamber members and their representatives for violations of:

1. statutory obligations of Chamber members and statutory resolutions of the Chamber's authorities;
2. principles of professional ethics or commercial honesty in economic relations between entities belonging to the Chamber.

§47

The Arbitration Court may adjudicate on matters between Chamber members and entities not belonging to the Chamber upon a written request from the latter, including a declaration of acceptance of the jurisdiction of the Chamber's Arbitration Court in the given matter.

§48

1. The Arbitration Court operates based on a detailed regulation that defines the Court's jurisdiction, procedural rules, system of penalties, and methods of execution.
2. The Regulation of the Arbitration Court is adopted by the General Assembly.

Chapter IX Financial Management and Assets of the Chamber

§49

The assets of the Chamber consist of movable property, real estate, monetary funds, and all property rights.

§50

The Chamber's assets arise from:

1. membership fees payable by January 31 each year. At the member's request, with the Management Board's agreement, fees may be paid in quarterly installments. The fee is charged for the entire year in advance and is non-refundable;
2. donations, inheritances, and legacies;
3. income from the Chamber's business activities;
4. income from statutory activities;
5. income from the Chamber's assets.

§51

The Management Board of the Chamber may authorize other individuals to make declarations of will concerning property matters on behalf of the Chamber.

§52

The detailed rules of the Chamber's financial management are established by the Management Board.

Chapter X Amendment of the Statute and Dissolution of the Chamber

§53

1. A resolution on amending the statute or dissolving the Chamber may be adopted by the General Assembly with a 2/3 majority vote.
2. A resolution on the dissolution of the Chamber should specify the method of liquidation and the purpose for which the Chamber's assets are to be used. In particular, the Chamber's funds should cover the costs of its liquidation.
3. After adopting the resolution on dissolving the Chamber, the General Assembly appoints a liquidator to conduct the liquidation proceedings in accordance with the applicable laws.

ANNEX NUMBER 1
to the Statute of the Polish-Norwegian Chamber of Commerce

1. Emblem of the Polish-Norwegian Chamber of Commerce



* Consolidated text of of June 23, 2020.