

AI Chamber Statute

I. General provisions

Article 1

1. AI Chamber [Artificial Intelligence] (hereafter: Chamber) is an organisation of economic self-government, operating on the basis of the act of 30 May 1989 on Chambers of Commerce, and this Statute, representing the economic interests of its affiliated entrepreneurs, in particular before public authorities.
2. The Chamber brings together domestic entities conducting business using artificial intelligence, and also those that develop and offer artificial intelligence solutions. Foreign entrepreneurs conducting business activity in the territory of the Republic of Poland in the subject described above in the form of a branch are also considered to be domestic entities; in the case of such entrepreneurs, whenever the Statute refers to the business activity of a Member of the Chamber, only the business activity conducted on the territory of the Republic of Poland shall be taken into account.
3. The Chamber may establish cooperation with foreign entities engaged in the field of artificial intelligence, as well as with entities providing services directly supporting the activities described in clause 3 above and providing technological solutions for such activities.
4. The Chamber may establish cooperation with domestic and foreign non-business organisations, whose activities are related to artificial intelligence.
5. The entities described in clauses 4 and 5 above may, in particular, become Partners of the Chamber.

Article 2

1. The headquarters of the Chamber is the city of Warsaw.
2. The Chamber operates in the territory of mazowieckie province.
3. The Chamber may establish its offices, representative offices, branches, establishments and subsidiaries in accordance with applicable laws.
4. The Chamber may be a member and founder of national or foreign organisations with an activity profile similar to its business.

Article 3

1. The Chamber may conduct business activities locally and abroad in accordance with applicable laws.
2. Income from the Chamber's business activities is used to achieve its statutory objectives and may not be distributed among Chamber members.

Article 4

The Chamber may perform certain tasks reserved by law for state administration, entrusted to it, at its request or with its consent, by decree of the Council of Ministers.

Article 5

1. The primary objective of the Chamber is to work for the development of the Polish artificial intelligence market, to promote and support activities related to the development of artificial intelligence, to support the development of responsible AI, as well as to represent the interests of Chamber Members related to their activities described in clause 3 in dialogue with institutions of the Polish government and local government, the European Union and non-governmental organisations in the country and around the world.
2. The Chamber's tasks include, in particular:
 - a) representing the interests of the Chamber Members with respect to their activities described in clause 1 and other entities related to the artificial intelligence industry before government and local government bodies, domestic and foreign socio-professional organisations and other entities,
 - b) being active in legislative processes concerning areas directly or indirectly related to the artificial intelligence market,
 - c) taking actions to popularise and support initiatives to use artificial intelligence solutions in various areas of economic and social life,
 - d) conducting information, training and publishing activities,
 - e) supporting business development in the area of artificial intelligence,
 - f) delegating its representatives at the invitation of state bodies to participate in the work of advisory and opinion issuing institutions,
 - g) performance of other tasks arising from the act of 30 May 1989 on Chambers of Commerce and decisions of the statutory bodies of the Chamber.
3. The Chamber carries out the statutory tasks indicated above, among others, by:
 - a) disseminating information on pending legislative initiatives in Poland and the European Union,
 - b) initiating the creation of new solutions and legislation, as well as providing opinions and participating in consultations on planned and existing regulations,
 - c) disseminating information on artificial intelligence,
 - d) conducting research and preparing opinions, reports and analyses, as well as issuing publications,
 - e) organising training, meetings, industry conferences and other educational and popularisation initiatives for the development of artificial intelligence,
 - f) cooperation with state and local government bodies in the development of artificial intelligence,
 - g) cooperation and exchange of experience with circles, organisations and institutions (education, science, culture, economy, mass media, etc.) and entities operating in Poland and abroad, including other chambers of commerce, on issues converging with the objectives of the Chamber,
 - h) appointing the Chamber's experts in fields related to artificial intelligence,
 - i) facilitating entrepreneurs' access to legal advice on artificial intelligence.

II. Membership

Article 6

1. Entities listed in Article 1(3) may become members of the Chamber.
2. Entities listed in Article 1(4) and 1 (5) may be granted the status of a Chamber Partner.

Article 7

1. Chamber Members are entitled to:
 - a) participate in the General Assembly,
 - b) participate in all forms of activities of the Chamber directly related to the scope of business of the Chamber Member,
 - c) use of all forms of assistance from the Chamber,
 - d) express opinions on the activities of the Chamber,
 - e) access information and materials developed or obtained by the Chamber,
 - f) make demands regarding the operation of the Chamber.
2. A Member of the Chamber has the duty to:
 - a) comply with the provisions of the Statute and regulations adopted by the Chamber,
 - b) participate in the implementation of the statutory objectives and tasks of the Chamber,
 - c) comply with the principles of professional ethics and good morals,
 - d) by action and attitude, care for the good name of the Chamber,
 - e) pay membership fees and other dues to the Chamber in a timely manner,
 - f) provide the Chamber with the necessary information about themselves for the proper functioning of the Chamber, including indicating the current e-mail address and updating the data that form the basis for substantive activities within the Chamber.

Article 8

1. Admission as a member of the Chamber is decided by the Management Board after consideration of the candidate's application.
2. To apply, the candidate should submit a membership declaration in the form prescribed by resolution of the Management Board, which includes a commitment to accept the duties of a Chamber Member and pay the registration fee, along with a completed form.
3. In order to consider the application and assess it properly, the Management Board may request additional information or documents from the candidate, setting a deadline for their delivery.
4. The decision on admission or refusal of admission as a Member of the Chamber shall be delivered to the candidate immediately after its adoption.
5. Admission as a Member of the Chamber takes place upon delivery of the Management Board's decision in this regard.

Article 9

1. Membership in the Chamber shall cease as a result of:
 - a) receipt by the Management Board of the written resignation of the Chamber

- Member,
- b) loss of full legal capacity by a Chamber Member who is an individual or their death, as of the date of loss of such capacity or death,
 - c) dissolution of the Chamber Member that is a legal person or an organisational unit without legal personality able to acquire rights and incur obligations in its own name, as of the date of dissolution,
 - d) exclusion from the Chamber on the basis of a final resolution of the Management Board adopted in the case of:
 - i. flagrant or persistent violation by the Chamber Member, despite the call of the Management Board to stop the violation, of the provisions of the Statute or regulations adopted by the Chamber,
 - ii. loss of the statutory prerequisites for admission as a Chamber Member,
 - iii. arrears by the Chamber Member with payment of the membership fee for more than 6 months.
2. In the event that a Chamber Member is in arrears with payment of the membership fee, the Management Board shall call upon the Chamber Member to make the payment. In the absence of full implementation of this call within not less than 7 days, the Management Board shall make a new summons for payment. If, after the lapse of 7 days from the receipt of a renewed summons, the Chamber Member continues to be in arrears with the payment of even a part of the membership fee, the Management Board shall decide to suspend the Chamber Member in their rights until the arrears are fully settled, which shall not preclude the Management Board from adopting a resolution on exclusion from the Chamber.
 3. The decision on exclusion from the Chamber, together with the reasons, shall be delivered to the Chamber Member immediately after the decision was made.

III. Chamber bodies

Article 10

The Chamber bodies are:

- a) General Assembly of Members,
- b) Management Board of the Chamber (hereinafter: "Management Board"),
- c) Council of the Chamber (hereinafter: "Council")

Article 11

1. The General Assembly of Members is the highest authority of the Chamber.
2. The General Assembly of Members may be ordinary and extraordinary.

Article 12

1. The Ordinary General Assembly is convened by the Management Board once a year and should be held within the first 6 months of each calendar year.
2. The Management Board is obliged to notify all members of the date, place and agenda by notices sent by registered mail or e-mail at least 21 days before the date of the General Assembly. The notice may be sent by e-mail to the address designated by the member, unless the member has requested in writing that the notice be sent by registered mail. The notice should be accompanied by documents that, according to the agenda, will be the

subject of the meeting, or information on where and when such documents will be available to Chamber Members.

Article 13

1. Extraordinary General Assembly of Members is convened by the Management Board on its own initiative or at the request of at least 1/3 of the Members of the Chamber. Those requesting the convening of an Extraordinary General Assembly of Members should specify the matters to be discussed. The provision of Article 12(2) shall apply accordingly.
2. The Extraordinary General Assembly of Members shall be held no later than 6 weeks from the date of the request for its convening.

Article 14

The powers of the General Assembly of Members include:

- 1) approval of the agenda and adoption of rules of procedure for the General Assembly of Members,
- 2) approval of the Chamber's financial statements,
- 3) adopting resolutions on the discharge of the Management Board,
- 4) consideration of appeals against decisions of the Management Board on removal from the list of members and exclusion from the Chamber, as well as refusal of admission as a member,
- 5) suspension of Management Board members,
- 6) adoption of the Statute and its amendments, the organisational structure of the Chamber and other regulations determining the activities of the Chamber, as well as their amendments,
- 7) adoption of resolutions on the dissolution of the Chamber, election of the Liquidation Commission,
- 8) adoption of resolutions determining the detailed allocation and distribution of the Chamber's assets in the event of its dissolution,
- 9) adoption of resolutions on how to cover the costs of the Chamber's activities in excess of its income,
- 10) adoption of resolutions on the conduct of business by the Chamber,
- 11) determining the amount of the membership fee,
- 12) adoption of resolutions on other matters within the competence of the General Assembly in accordance with this statute.

Article 15

1. The Ordinary and Extraordinary General Assembly of Members has the power to pass resolutions only on the issues included in the agenda, regardless of the number of Chamber Members or their proxies present.
2. Resolutions on matters not included in the agenda may be adopted only if all Members of the Chamber or their proxies attend the General Assembly of Members and have unanimously agreed to change the agenda.

Article 16

1. The Management Board is the executive body of the Chamber directing its day-to-day operations.

2. The Management Board consists of up to 3 members appointed by the Council. The Management Board elects from among its members the Chairperson of the Management Board at its first meeting.
3. The Management Board is appointed for 3 years. The term of office of the Management Board begins on the date of adoption by the ordinary General Assembly of Members of a resolution approving the composition of the Management Board of the Chamber.
4. The Management Board meets at least quarterly. In addition, a meeting may be convened at any time when the needs of the Chamber require it.
5. Meetings of the Management Board are convened and presided by the Chairperson of the Management Board.
6. Two votes are required for the validity of Management Board resolutions with all Management Board members present. In the event of a tie, the Chairperson's vote prevails. The Management Board may also adopt resolutions in writing or by e-mail, without holding a meeting, if all members of the Management Board are informed at least seven days in advance of the resolution to be adopted and its content.
7. Persons from outside the Management Board may also be invited to Management Board meetings, without the right to vote.
8. The Management Board is required to notify the Member of the Chamber of the date of the meeting at which their case is to be considered.
9. The Management Board's responsibilities include:
 - a) implementation of resolutions of the General Assembly of Members,
 - b) admission, removal and exclusion of Chamber Members,
 - c) directing the day-to-day operations of the Chamber,
 - d) representing the Chamber to the outside world,
 - e) appointment and dismissal of the Director of the Office of the Chamber; supervision over the activities of the Office is exercised by the Chairperson of the Management Board of the Chamber,
 - f) dealing with complaints and requests regarding activities,
 - g) establishing rules for financing the activities of the Chamber, creation of special purpose funds and their regulations,
 - h) establishing draft budgets for the Chamber, submitting them to the General Assembly of Members, as well as amending the budget during the year when the needs of the Chamber require it,
 - i) adoption of resolutions on all matters not reserved for the competence of the General Assembly of Members.

Article 17

The Council of the Chamber performs inspirational, advisory and supervisory functions, exercises resolution functions in matters reserved in the statute to its competence, and exercises supervision and control over the activities of the Chamber.

The Council's powers include, in particular:

- a) appointment and removal of members of the Chamber's Management Board and approval

- of its bylaws; appointment of four deputy members of the Management Board,
- b) adoption of programmes of the Chamber's activities,
 - c) consideration of reports on the activities of the Management Board, adoption of resolutions on issues presented by the Management Board,
 - d) appointment of the auditor,
 - e) adoption, at the request of the Management Board, of the Chamber's budget for the calendar year,
 - f) determining the annual programs of operation of the Chamber and evaluating their implementation, approving financial plans and adopting the budget,
 - g) concluding and terminating employment contracts with members of the Chamber's Management Board, as well as determining their salaries, duties and responsibilities;
 - h) determining the basic principles of management of the Chamber's property and adopting resolutions on the acquisition or disposal of real estate;
 - i) adoption of regulations for the creation and use of specific purpose funds and deductions for these purposes;
 - j) adoption of resolutions on starting, conducting and discontinuing business activities;
 - k) adoption of resolutions on the formation of problem committees, teams of experts or advisors;
 - l) adoption of draft resolutions and other materials prepared for the Chamber's General Assembly of Members;
 - m) reporting on the activities of the Chamber's Council - to the General Assembly.

Article 18

1. The Chamber's Council is a body elected for a 3-year term.
2. Members of the Council are elected by the General Assembly by secret ballot from among the members of the Chamber. Three members of the Council, including its Chairperson, are appointed and dismissed by the Startup Poland Foundation on the basis of a written statement.
3. The Council of the Chamber consists of 5 members.
4. Council members exercise their rights in person.
5. The Council elects a Chairperson and Vice-Chairperson from among its members.
6. The Council holds meetings as needed, but at least once a year.
7. Meetings are convened by the Chairperson of the Council or the Vice-Chairperson on their own initiative or at the request of the Chairperson of the Management Board of the Chamber.
8. Experts and other persons may be invited to meetings of the Council as required by the subject matter of the meeting.
9. Resolutions of the Council are adopted by a simple majority in the presence of at least 1/2 of the members.
10. The Council of the Chamber may co-opt new members for positions vacated in a number not exceeding 1/3 of the elected membership, but only in cases justified by the interests of the Chamber and if the General Assembly is not scheduled within the next 30 days.
11. An elected position expires in cases:
 - a) loss of membership of the Chamber;

- b) cessation of representation;
- c) resignation from the position;
- d) expiration of the 3 - year term.

IV. Financial activities

Article 19

The audit of the Chamber's financial activities is carried out by an auditor appointed by the General Assembly of Members and the Chamber Council.

Article 20

1. Administrative support for the performance of the Chamber's statutory tasks is the responsibility of the Chamber Office.
2. The work of the Office is managed by the Director. The Director may not be a member of the Chamber or its representative.
3. The Director reports directly to the Chairperson of the Management Board.
4. The Chamber Office provides technical support for meetings of all statutory bodies of the Chamber.

Article 21

The Chamber's income comes from its statutory and business activities, membership fees and income from the Chamber's assets, grants and subsidies, other receipts, as well as inheritances, donations and bequests from other individuals or institutions.

Article 22

1. The amount of the membership fee is adopted annually in advance by the General Assembly of Members. The General Assembly of Members may set different amounts of dues depending on the category of membership.
2. The fee shall be paid in advance, one time for the period of 12 months of membership counting from the moment of joining the Chamber, within 30 days from the date of invoice and admission as a Chamber Member. Fees for subsequent years are payable within 30 days of the membership anniversary, which is considered to be the time of joining the Chamber ("Membership Anniversary"), unless the Management Board decides otherwise.

V. Other provisions

Article 23

1. The Chamber may conduct business on a general basis.
2. The Management Board of the Chamber decides on the commencement of business activities and the form of their conduct. In the case of shares in commercial companies, the Management Board represents the Chamber in the company.
3. The Chamber keeps its accounts on the basis of generally applicable laws.

Article 24

The following persons are authorised to make statements and sign documents on behalf of the

Chamber, including with respect to its property rights and obligations:

- a) Chairperson of the Management Board independently;
- b) two members of the Management Board acting jointly;
- c) attorneys acting within the limits of their authority, appointed by the persons referred to in clause a/.

Article 25

1. Amendment of the Statute and dissolution of the Chamber may be carried out on the basis of a resolution of the General Assembly of Members adopted by a 2/3 majority of the members present.
2. The General Assembly appoints a Liquidation Commission to carry out the liquidation. The Commission may include members of the Management Board.
3. The Liquidation Commission shall settle the receivables and liabilities of the Chamber in accordance with the resolution of the General Assembly of Members.
4. The allocation of assets remaining after the liquidation of the Chamber will be determined by a resolution of the General Assembly of Members.
5. The Liquidation Commission, upon completion of the liquidation of the Chamber, shall forward to the Court a motion to strike the Chamber out from the register.

Article 26

In matters not regulated by this statute, the relevant provisions of the act of 30 May 1989 on Chambers of Commerce and other applicable regulations shall apply accordingly.

I hereby confirm the adoption of the Statute of “AI Chamber”: