

ANNEX NO. 1 TO THE MINUTES – UNIFIED TEXT OF THE STATUTE OF THE CHAMBER

UNIFIED TEXT OF THE STATUTE of the "AI Chamber"

I. GENERAL PROVISIONS

Art. 1

1. The AI Chamber [Artificial Intelligence Chamber] (hereinafter: the Chamber) is an organization of economic self-government, operating on the basis of the Act of 30 May 1989 on Chambers of Commerce and this Statute, which represents the economic interests of its member entrepreneurs, particularly before public authorities.
2. The Chamber convenes domestic and foreign entities conducting economic activities using artificial intelligence technologies, as well as developing and offering artificial intelligence solutions. Foreign entrepreneurs conducting business activities within the territory of the Republic of Poland in the abovementioned field through a branch are also considered to be domestic entities.
3. The Chamber may cooperate with domestic or foreign entities conducting activities in the field of artificial intelligence, including research institutes and universities, as well as entities providing services directly supporting the activities described in paragraph 2 above and supplying technological solutions for such activities.
4. The Chamber may cooperate with domestic and foreign non-commercial organizations involved in artificial intelligence.
5. Entities described in paragraphs 3 and 4 above may, in particular, become Partners of the Chamber.

Art. 2

1. The seat of the Chamber is the city of Warsaw.
2. The Chamber operates within the territory of the Mazowieckie Voivodeship.
3. The Chamber may establish its offices, representations, branches, establishments, and subsidiaries in accordance with applicable legal regulations.
4. The Chamber may be a member and founder of domestic or foreign organizations with a profile similar to its own area of activity.

Art. 3

1. The Chamber may conduct business activities domestically and abroad, in accordance with applicable legal regulations.
2. Income from the Chamber's business activities is used to achieve statutory objectives and may not be distributed among the Chamber's Members.

Art. 4

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

Art. 5

1. The primary objective of the Chamber is to support the development of the Polish artificial intelligence market, promote and support activities related to the development of artificial intelligence, support the growth of responsible AI, and represent the interests of the Chamber's Members related to their activities described in paragraph 3 in dialogue with governmental and local administration institutions, the European Union, and non-governmental organizations in Poland and worldwide.
2. The tasks of the Chamber include, in particular:
 - a) representing the interests of the Chamber's Members in relation to their activities described in paragraph 1 and other entities related to the artificial intelligence sector before government administration and local government bodies, socio-professional organizations domestically and abroad, and other entities,
 - b) undertaking activities in legislative processes related directly or indirectly to the artificial intelligence market,
 - c) promoting and supporting initiatives for the use of artificial intelligence solutions in various spheres of economic and social life,
 - d) conducting informational, training, and publishing activities,
 - e) supporting the development of entrepreneurship in the field of artificial intelligence,
 - f) delegating its representatives at the invitation of state authorities to participate in the work of advisory and consultative institutions,
 - g) performing other tasks resulting from the Act of 30 May 1989 on Economic Chambers and the decisions of the Chamber's statutory bodies.
3. The Chamber achieves the above statutory tasks, among others, through:
 - a) disseminating information about ongoing legislative initiatives in Poland, Czech Republic, Lithuania, Romania, Estonia, Latvia, Slovakia, Slovenia, Croatia, Bulgaria, Hungary, and other European Union countries,
 - b) initiating new legal solutions and acts, as well as providing opinions and participating in consultations on planned and existing regulations,
 - c) spreading information related to artificial intelligence,
 - d) conducting research and preparing opinions, reports, and analyses, as well as issuing publications,
 - e) organizing training, meetings, industry conferences, and other educational and awareness-raising initiatives for the development of artificial intelligence,

- f) cooperation with government and local government administration in the field of artificial intelligence development,
- g) cooperation and exchange of experience with communities, organizations, and institutions (education, science, culture, economy, media, etc.) and entities operating in Poland and abroad, including other economic chambers, in areas aligned with the Chamber's objectives,
- h) appointing Chamber experts in fields related to artificial intelligence,
- i) facilitating entrepreneurs' access to legal advice in the area of artificial intelligence.

II. MEMBERSHIP

Art. 6

1. Entities mentioned in Art. 1 paragraph 3 may become Members of the Chamber.
2. Entities mentioned in Art. 1 paragraphs 4 and 5 may be granted the status of Partner of the Chamber.

Art. 7

1. Members of the Chamber have the right to:
 - a) participate in the General Assembly,
 - b) participate in all forms of the Chamber's activities directly related to the economic activities of the Member, except for those activities that are restricted due to the amount of applicable membership fees,
 - c) access all forms of support provided by the Chamber,
 - d) express opinions about the Chamber's activities,
 - e) access information and materials developed or acquired by the Chamber,
 - f) submit proposals regarding the Chamber's activities.
2. A Member of the Chamber is obliged to:
 - a) comply with the provisions of the Statute and regulations adopted within the Chamber,
 - b) participate in the implementation of the statutory goals and tasks of the Chamber,
 - c) observe professional ethics and good practices,
 - d) act and behave in a manner that preserves the good name of the Chamber,
 - e) pay membership dues and other obligations to the Chamber on time,
 - f) provide the Chamber with necessary information about themselves for the proper functioning of the Chamber, including providing their current email address and updating data forming the basis for substantive activities within the Chamber.

Art. 8

1. The decision to accept a candidate as one of the Chamber's Members is made by the Management Board after considering the candidate's application.

2. To apply, the candidate must submit a membership declaration in the form defined in a resolution of the Management Board, including a commitment to accept the responsibilities of a Member and to pay the registration fee, along with a completed form.
3. To consider the application and properly evaluate it, the Management Board may request additional information or documents from the candidate, setting a deadline for their delivery.
4. The decision on admission or rejection is delivered to the candidate without undue delay.
5. Admission to membership is effective upon delivery of the Management Board's decision.

Art. 9

1. Membership in the Chamber ceases as a result of:
 - a) receipt by the Management Board of a written resignation of a Member,
 - b) loss of full legal capacity by a Member who is a natural person or their death, effective on the date of such event,
 - c) dissolution of a Member who is a legal entity or organizational unit without legal personality capable of acquiring rights and incurring obligations in its own name, effective on the date of dissolution,
 - d) exclusion from the Chamber based on a valid resolution of the Management Board in the case of:
 - i. gross or persistent violation by the Member, despite the Management Board's request to cease such violation, of the Statute or regulations adopted by the Chamber,
 - ii. loss by the Member of the statutory conditions for admission to the Chamber,
 - iii. the Member being in arrears with the payment of membership fees for more than 6 months.
2. In the event of fees arrears, the Management Board shall call on the Member to make the payment. If full payment is not made within a period of no less than 7 days, the Management Board shall issue a second call for payment. If, after 7 days from receiving the second call, the Member still fails to pay even part of the due amount, the Management Board shall suspend the Member's rights until full settlement, without prejudice to adopting a resolution on exclusion from the Chamber.
3. The decision on exclusion from the Chamber, along with the justification, is delivered to the Member without undue delay after adoption.

III. CHAMBER BODIES

Art. 10

The organs of the Chamber are:

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

Art. 11

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

Art. 12

- 1. The Ordinary General Assembly is convened by the Management Board once a year and should take place within the first 6 months of each calendar year.
- 2. The Management Board is obliged to inform all members of the date, place, and agenda of the General Assembly by registered mail or electronic mail at least 21 days prior to the scheduled date. The notice may be sent by electronic mail to the address provided by the member unless the member has requested in writing that the notice be sent by registered mail. The notice should include documents that are to be discussed in accordance with the agenda, or information on where and when such documents will be available to members of the Chamber.

Art. 13

- 1. The Extraordinary General Assembly of Members is convened by the Management Board on its own initiative or at the request of at least one-third of the Members of the Chamber. The requesters must specify the matters to be discussed. The provision of Art. 12, paragraph 2, applies accordingly.
- 2. The Extraordinary General Assembly of Members should be held no later than 6 weeks from the date the request for its convening is submitted.

Art. 14

The powers of the General Assembly of Members include:

- 1) approving the agenda and adopting the rules of procedure of the General Assembly,
- 2) approving the Chamber's financial statement,
- 3) resolving on the discharge of the Management Board,
- 4) reviewing appeals against Management Board decisions to remove or exclude members or deny membership,
- 5) suspending members of the Management Board,
- 6) adopting and amending the Statute, the organizational structure of the Chamber, and other regulations governing the Chamber's activities,

- 7) resolving on the dissolution of the Chamber and appointing a Liquidation Committee,
- 8) adopting resolutions on the allocation and distribution of the Chamber's assets in the event of dissolution,
- 9) resolving on covering the Chamber's expenses exceeding its revenues,
- 10) resolving on the Chamber's business activities,
- 11) setting the amount of the membership fee,
- 12) adopting resolutions on other matters within the competence of the General Assembly in accordance with this Statute.

Art. 15

1. Ordinary and Extraordinary General Assemblies of Members may adopt resolutions only on matters included in the agenda, regardless of the number of members or proxies present.
2. Resolutions on matters not included in the agenda may only be adopted if all members or their proxies are present and unanimously agree to amend the agenda.

Art. 16

1. The Management Board is the executive body of the Chamber, responsible for its day-to-day operations.
2. The Management Board consists of 1 to 3 members appointed by the Council. The Board elects its President at the first meeting.
3. The Board is appointed for a term of 5 years. The term begins on the date the Ordinary General Assembly adopts a resolution approving the composition of the Management Board.
4. The Board meets at least once per quarter. Additional meetings may be convened as necessary.
5. Meetings are convened and chaired by the President of the Board.
6. For resolutions to be valid, two votes are required with all members present. In the event of a tie, the President's vote prevails. The Board may also adopt resolutions in writing or via email, without a meeting, provided that all members are informed at least seven days in advance about the resolution and its content.
7. Persons outside the Board may be invited to meetings without voting rights.
8. The Board must notify a Member of the Chamber if a matter concerning them is to be discussed.
9. The Board's competencies include:
 - a) executing resolutions of the General Assembly,
 - b) admitting, removing, and excluding members,
 - c) managing the Chamber's day-to-day operations,
 - d) representing the Chamber externally,
 - e) appointing and dismissing the Director of the Chamber Office; the Chairman of the Board supervises the Office's operations,

- f) reviewing complaints and motions related to the Chamber's operations,
- g) setting rules for financing the Chamber's operations, creating special-purpose funds, and adopting their regulations,
- h) drafting budgets and submitting them to the General Assembly, as well as making changes during the year,
- i) adopting resolutions on the creation of committees, expert teams, or advisory bodies,
- j) adopting resolutions on all matters not reserved to the General Assembly.

Art. 17

The Council of the Chamber has inspiring, advisory, and supervisory functions. It exercises decision-making powers in matters reserved for it in the Statute and supervises the Chamber's operations.

The Council's competencies include:

- a) appointing and dismissing Management Board members and approving its rules of procedure,
- b) adopting activity programs,
- c) reviewing reports from the Board and adopting resolutions on matters submitted by the Board,
- d) appointing an auditor,
- e) adopting the Chamber's budget upon the Board's request,
- f) setting and evaluating annual action plans, approving financial plans,
- g) concluding and terminating agreements with Board members, and determining their remuneration, responsibilities, and competencies,
- h) setting basic asset management rules and adopting resolutions on acquiring or selling real estate,
- i) adopting regulations for the creation and use of special-purpose funds,
- j) adopting resolutions on starting, conducting, or ceasing business activities,
- k) reviewing draft resolutions and other materials for the General Assembly,
- l) submitting reports on its activities to the General Assembly.

Art. 18

1. The Council is elected for a 5-year term.
2. Members are elected by the General Assembly via secret ballot from among the Chamber members. Three members, including the Chairperson, are appointed and dismissed by the Startup Poland Foundation via a written statement. The Foundation may at any time submit a written declaration to the Management Board naming a successor from among Chamber members.
3. The Council consists of 5 members.
4. Council members exercise their rights personally.

5. The Council elects a Chairperson and Deputy Chairperson from among its members.
6. The Council meets as needed but at least once per year.
7. Meetings are convened by the Chairperson or, in their absence, the Deputy Chairperson, on their own initiative or at the request of the Chamber Board President.
8. Experts and other individuals may be invited as needed.
9. Resolutions are adopted by a simple majority with at least half of the members present.
10. The Council may co-opt new members to fill no more than one-third of elected seats, only when justified by the Chamber's interest and if no General Assembly is scheduled within the next 30 days.
11. An elected mandate expires upon:
 - a) loss of Chamber membership,
 - b) termination of representation,
 - c) resignation,
 - d) expiration of the term.

IV. Financial Activity

Art. 19

Financial control is conducted by an auditor appointed by the General Assembly and the Council.

Art. 20

1. Administrative tasks related to the Chamber's statutory duties are carried out by the Chamber Office.
2. The Office is managed by a Director, who cannot be a member or representative of the Chamber.
3. The Director reports directly to the Board President.
4. The Office provides technical support to all statutory bodies of the Chamber.

Art. 21

The Chamber's income comes from statutory and business activities, membership fees, property income, grants and subsidies, interest, other revenues, and inheritances, donations, and bequests from individuals or institutions.

Art. 22

1. The membership fee is set annually in advance (by December 31) by the General Assembly. Different fees may be set depending on membership category. If no resolution is adopted, the previous year's fee remains valid.

2. The fee is paid in advance as a one-time payment for 12 months of membership from the date of joining, within 30 days of receiving the invoice and being admitted. Fees for subsequent years are due within 30 days of the anniversary of joining ("Membership Anniversary"), unless the Board decides otherwise.

V. Final Provisions

Art. 23

The Chamber may conduct business activity under general rules.

- a) The decision to start a business and its form is made by the Management Board.
- b) In commercial companies, the Board represents the Chamber.
- c) The Chamber maintains accounting records according to applicable laws.

Art. 24

Declarations and signing on behalf of the Chamber, including property rights and obligations, may be performed by:

- a) the President independently,
- b) any two Board members jointly,
- c) proxies appointed by the above persons within the scope of authorization.

Art. 25

1. Amendment of the Statute and dissolution of the Chamber requires a resolution of the General Assembly adopted by a two-thirds majority of present members.
2. The General Assembly appoints a Liquidation Committee to conduct the dissolution. Board members may be part of this Committee.
3. The Committee settles the Chamber's assets and liabilities according to the General Assembly's resolution.
4. The destination of remaining assets after dissolution is determined by General Assembly resolution.
5. Upon completing the liquidation, the Committee submits an application to the court to remove the Chamber from the register.

Art. 26

Matters not regulated in this Statute shall be governed by the Act of 30 May 1989 on Chambers of Commerce and other applicable laws.