

Statutes of the “AI Chamber”

I. General Provisions

Art. 1

1. AI Chamber [Artificial Intelligence Chamber] (hereinafter referred to as the “Chamber”) is an organization of economic self-government operating pursuant to the Act of 30 May 1989 on Chambers of Commerce and these Statutes, representing the economic interests of the entrepreneurs associated therein, in particular before public authorities.
2. The Chamber brings together domestic and foreign entities conducting business activities using artificial intelligence technologies, as well as those developing and offering solutions in the field of artificial intelligence. Foreign entrepreneurs conducting business activity within the territory of the Republic of Poland in the form of a branch in the above-described area shall also be considered domestic entities.
3. The Chamber may establish cooperation with domestic or foreign entities operating in the field of artificial intelligence, including research institutes and higher education institutions, as well as with entities conducting business activities consisting of providing services directly supporting the activities described in paragraph 2 above and delivering technological solutions for such activities.
4. The Chamber may establish cooperation with domestic and foreign non-commercial organizations whose activities relate to artificial intelligence.
5. Entities described in paragraphs 3 and 4 above may, in particular, become Partners of the Chamber.

Art. 2

1. The registered seat of the Chamber is the city of Warsaw.
2. The Chamber operates within the territory of the Republic of Poland.
3. The Chamber may establish its offices, representative offices, branches, establishments, and subsidiaries in accordance with applicable laws.
4. The Chamber may become a member and founder of domestic or foreign organizations with a profile of activity similar to its scope of activity.

Art. 3

1. The Chamber may conduct business activities in Poland and abroad in accordance with applicable laws.
2. Income generated from the business activities of the Chamber shall serve the implementation of its statutory objectives and may not be distributed among the Members of the Chamber.

Art. 4

The Chamber may perform certain tasks reserved under the law for state administration, entrusted to it, upon its request or with its consent, by way of a regulation issued by 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 global development of artificial intelligence on the international stage, support the development of responsible AI, as well as represent the interests of the Chamber's Members originating both from Poland and from other countries in relation to their activities described in paragraph 3, in dialogue with institutions of government and local government administration, the European Union, and non-governmental organizations in Poland and worldwide.
2. The tasks of the Chamber shall include in particular:
 - a. representing the interests of the Chamber Members with regard to the activities described in paragraph 1, as well as other entities associated with the artificial intelligence sector, before government and local government authorities, domestic and foreign professional and social organizations, and other entities,
 - b. undertaking activities within legislative processes relating directly or indirectly to areas connected with the artificial intelligence market, undertaking actions aimed at promoting and supporting initiatives that apply artificial intelligence solutions in various areas of economic and social life,
 - c. conducting informational, training, and publishing activities,
 - d. supporting the development of entrepreneurship in the field of artificial intelligence,
 - e. delegating its representatives, upon invitation of state authorities, to participate in the work of advisory and consultative institutions,
 - f. performing other tasks resulting 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 above statutory tasks, among others, through:

- a. disseminating information about ongoing legislative initiatives in Poland, the Czech Republic, Lithuania, Romania, Estonia, Latvia, Slovakia, Slovenia, Croatia, Bulgaria, Hungary, and other European Union countries,
- b. initiating the development of new legal solutions and acts, as well as providing opinions and participating in consultations concerning planned and existing regulations,
- c. disseminating information related to artificial intelligence,
- d. conducting research and preparing opinions, reports, and analyses, as well as issuing publications,
- e. organizing training sessions, meetings, industry conferences, as well as other educational and awareness-raising initiatives supporting the development of artificial intelligence,
- f. cooperating with government and local government administration bodies in the field of artificial intelligence development,
- g. cooperating and exchanging experience with communities, organizations, and institutions (education, science, culture, economy, media, etc.) as well as entities operating in Poland and abroad, including other chambers of commerce, in matters consistent with the objectives of the Chamber,
- h. appointing Chamber experts in areas related to artificial intelligence,
- i. facilitating entrepreneurs' access to legal advisory services in the field of artificial intelligence.

II. Membership

Art. 6

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

Art. 7

1. Members of the Chamber shall have the right to:
 - a. participate in the General Assembly,
 - b. participate in all forms of activity of the Chamber directly related to the scope of the Member's business activities, subject to those activities which are subject to limitations related to the amount of membership fees paid,
 - c. benefit from all forms of assistance provided by the Chamber,
 - d. express opinions on the activities of the Chamber,
 - e. access information and materials prepared or obtained by the Chamber,

- f. submit proposals regarding the activities of the Chamber.
2. A Member of the Chamber shall be obliged to:
 - a. comply with the provisions of the Statutes and regulations adopted within the Chamber,
 - b. participate in the implementation of the statutory objectives and tasks of the Chamber,
 - c. observe the principles of professional ethics and good practices,
 - d. act and conduct themselves in a manner that protects the good reputation 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 their current email address and updating data constituting the basis for substantive activities within the Chamber.

Art. 8

1. Admission to membership in the Chamber shall be decided by the Management Board after reviewing the candidate's application.
2. In order to submit an application, the candidate shall submit a membership declaration in the form specified by a resolution of the Management Board, including a commitment to accept the obligations of a Member of the Chamber and to pay the entry fee, together with a completed form.
3. In order to review the application and conduct its proper assessment, the Management Board may request additional information or documents from the candidate, specifying a deadline for their submission.
4. The decision on admission or refusal of admission to the Chamber shall be delivered to the candidate without undue delay after it has been adopted.
5. Admission to membership in the Chamber shall take effect upon delivery of the decision of the Management Board in this matter.

Art. 9

1. Membership in the Chamber shall terminate as a result of:
 - a. receipt by the Management Board of a written resignation from a Member of the Chamber,
 - b. loss of full legal capacity by a Member of the Chamber who is a natural person or their death, effective as of the date of such loss of capacity or death,
 - c. dissolution of a Member of the Chamber that is a legal person or an organizational unit without legal personality capable of acquiring rights and incurring obligations in its own name, effective 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 event of:
 - i. gross or persistent violation by the Member of the Chamber, despite a request by the Management Board to cease the violation, of the provisions of the Statutes or regulations adopted within the Chamber,
 - ii. loss by the Member of the Chamber of the statutory conditions for admission to membership in the Chamber,
 - iii. arrears in the payment of membership fees by the Member of the Chamber for a period longer than six months.
2. If a Member of the Chamber is in arrears with the payment of membership fees, the Management Board shall call upon the Member to make the payment. If the payment is not made in full within a period not shorter than 7 days, the Management Board shall issue a second payment request. If after 7 days from receiving the second request the Member still remains in arrears with the payment of even part of the membership fee, the Management Board shall decide to suspend the Member's rights until the arrears are fully settled, which does not exclude the possibility of adopting a resolution to exclude the Member from the Chamber.
3. The decision on exclusion from the Chamber together with justification shall be delivered to the Member without undue delay after it has been adopted.

III. Bodies of the Chamber

Art. 10

The bodies of the Chamber are:

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

Art. 11

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

Art. 12

1. The Ordinary General Assembly shall be convened by the Management Board once a year and shall take place within the first six months of each calendar year.

2. The Management Board shall notify all members of the date, place, and agenda of the meeting by registered mail or email at least 21 days before the date of the General Assembly. The notification may be sent by email to the address indicated by the member unless the member has requested in writing that the notification be sent by registered mail. Documents that are to be discussed according to the agenda should be attached to the notification, or information should be provided as to where and when such documents will be available to the Members of the Chamber.

Art. 13

1. An Extraordinary General Assembly of Members shall be convened by the Management Board on its own initiative or at the request of at least one third of the Members of the Chamber. Those requesting the convening of the Extraordinary General Assembly shall specify the matters to be included in the agenda. The provision of Art. 12 paragraph 2 shall apply accordingly.
2. The Extraordinary General Assembly of Members shall take place no later than six weeks from the date of submission of the request for its convening.

Art. 14

The competences of the General Assembly of Members include:

1. approving the agenda and adopting the rules of procedure of the General Assembly,
2. approving the financial statements of the Chamber,
3. adopting resolutions granting discharge to the Management Board,
4. examining appeals against decisions of the Management Board regarding removal from the list of members, exclusion from the Chamber, and refusal of admission to membership,
5. suspending members of the Management Board in their rights,
6. adopting the Statutes and amendments thereto, the organizational structure of the Chamber, and other regulations governing the activities of the Chamber, and introducing amendments thereto,
7. adopting resolutions on the dissolution of the Chamber and appointing a Liquidation Committee,
8. adopting resolutions determining the specific allocation and distribution of the Chamber's assets in the event of its dissolution,
9. adopting resolutions on covering the costs of the Chamber's activities exceeding its income,
10. adopting resolutions regarding the Chamber conducting business activities,

11. determining the amount of membership fees,
12. adopting resolutions on other matters falling within the competence of the General Assembly in accordance with these Statutes.

Art. 15

1. The Ordinary and Extraordinary General Assembly of Members shall be authorized to adopt resolutions only on matters included in the agenda, regardless of the number of Members of the Chamber 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 are present at the General Assembly and unanimously consent to a change in the agenda.

Art. 16

1. The Management Board is the executive body of the Chamber managing its ongoing activities.
2. The Management Board shall consist of 1 to 3 members appointed by the Council. The Management Board shall elect the President of the Management Board from among its members at its first meeting.
3. The Management Board shall be appointed for a term of 5 years. The term of office of the Management Board begins on the day when the Ordinary General Assembly adopts a resolution approving the composition of the Management Board.
4. The Management Board shall hold meetings at least once per quarter. Additionally, meetings may be convened at any time if required by the needs of the Chamber.
5. Meetings of the Management Board shall be convened and chaired by the President of the Management Board.
6. For the validity of Management Board resolutions, two votes are required in the presence of all members of the Management Board. In the event of an equal number of votes, the President's vote shall prevail. The Management Board may also adopt resolutions in writing or by email without holding a meeting, provided that all members of the Management Board are informed of the proposed resolution and its content at least seven days in advance.
7. Persons from outside the Management Board may also be invited to its meetings without the right to vote.
8. The Management Board is obliged to notify a Member of the Chamber of the meeting at which matters concerning that Member will be considered.
9. The competences of the Management Board include:
 - a. executing resolutions of the General Assembly of Members,

- b. admitting, removing, and excluding Members of the Chamber,
- c. managing the ongoing activities of the Chamber,
- d. representing the Chamber externally,
- e. appointing and dismissing the Director of the Chamber Office; supervision over the activities of the Office shall be exercised by the President of the Management Board,
- f. examining complaints and motions concerning the activities of the Chamber,
- g. establishing rules for financing the activities of the Chamber and creating special-purpose funds and their regulations,
- h. preparing draft budgets of the Chamber and submitting them to the General Assembly, as well as making changes to the budget during the year if required by the needs of the Chamber,
- i. adopting resolutions on establishing thematic committees, teams of experts, or advisors,
- j. adopting resolutions on all matters not reserved for the competence of the General Assembly.

Art. 17

The Council of the Chamber performs inspirational, advisory, and supervisory functions. It exercises decision-making functions in matters reserved in the Statutes for its competence and supervises and controls the activities of the Chamber.

The competences of the Council include in particular:

- a. appointing and dismissing members of the Management Board and approving its regulations,
- b. adopting programs of the Chamber's activities,
- c. reviewing reports on the activities of the Management Board and adopting resolutions on matters submitted by the Management Board,
- d. appointing a statutory auditor,
- e. adopting, at the request of the Management Board, the Chamber's budget for the calendar year,
- f. establishing annual activity programs of the Chamber and assessing their implementation, approving financial plans and adopting the budget,
- g. concluding and terminating agreements with members of the Management Board and determining their remuneration, scope of duties, and competences,
- h. determining the basic principles of managing the Chamber's assets and adopting resolutions concerning the acquisition or disposal of real estate,
- i. adopting regulations regarding the creation and use of special-purpose funds and allocations for such purposes,

- j. adopting resolutions regarding the commencement, conduct, and termination of business activities,
- k. approving draft resolutions and other materials prepared for the General Assembly of Members,
- l. submitting reports on the activities of the Council to the General Assembly.

Art. 18

1. The Council of the Chamber shall be elected for a five-year term.
2. Members of the Council shall be elected by the General Assembly by secret ballot from among the Members of the Chamber, except for three Members of the Council, including its Chairperson, who are appointed and dismissed on the basis of a written declaration of Tomasz Snażyk, acting as a sole trader conducting business under the name Tomasz Snażyk Doradztwo, subject to the reservation indicated in paragraph 5.
3. Tomasz Snażyk, conducting the above-mentioned sole proprietorship under the name Tomasz Snażyk Doradztwo, shall have the right to submit to the Management Board at any time a written declaration indicating his successor from among the Members of the Chamber with regard to the above-mentioned entitlement.
4. The Council shall consist of five members.
5. Members of the Council shall exercise their rights personally.
6. If the entity referred to in paragraph 2 does not appoint the Chairperson of the Council from among the three members appointed by it, the Council shall elect the Chairperson from among its members. The Council shall appoint and dismiss the Vice-Chairperson from among its members.
7. The Council shall meet as needed but not less frequently than once a year.
8. Meetings of the Council shall be convened by the Chairperson of the Council or the Vice-Chairperson acting on their behalf on their own initiative or at the request of the President of the Management Board.
9. Experts and other persons may be invited to Council meetings depending on the subject matter of the meeting.
10. Council resolutions shall be adopted by a simple majority of votes in the presence of at least half of the members.
11. The Council may co-opt new members to fill vacant mandates in a number not exceeding one third of the elected composition, but only in cases justified by the interest of the Chamber and if the General Assembly is not scheduled within the next 30 days.
12. An elected mandate shall expire in the event of:
 - a. loss of membership in the Chamber,
 - b. termination of representation,

- c. resignation from the mandate,
- d. expiration of the term of office.

IV. Financial Activity

Art. 19

Control of the financial activities of the Chamber shall be carried out by a statutory auditor appointed by the General Assembly of Members and the Council of the Chamber.

Art. 20

1. Administrative support for the performance of the statutory tasks of the Chamber shall be provided by the Chamber Office.
2. The work of the Office shall be managed by a Director. The Director may not be a Member of the Chamber or its representative.
3. The Director shall report directly to the President of the Management Board.
4. The Chamber Office shall provide technical support for meetings of all statutory bodies of the Chamber.

Art. 21

The Chamber's income shall derive from statutory and business activities, membership fees, income from the Chamber's assets, grants and subsidies, interest, and other revenues, as well as inheritances, donations, and bequests from other persons or institutions.

Art. 22

1. The amount of the membership fee shall be determined annually in advance (i.e., by 31 December) by the General Assembly of Members. The General Assembly may determine different membership fee levels depending on membership categories. If the General Assembly fails to adopt the resolution referred to in the preceding sentence, the membership fee established in the previous year shall remain in force.
2. The membership fee shall be paid in advance, as a one-time payment for a period of 12 months of membership counted from the moment of joining the Chamber, within 30 days from the date of issuance of the accounting document and admission to membership. Fees for subsequent years shall be payable within 30 days from the membership anniversary, understood as the date of joining the Chamber ("Membership Anniversary"), unless the Management Board decides otherwise.

V. Final Provisions

Art. 23

1. The Chamber may conduct business activities under general rules.
2. The commencement of business activities and the form in which they are conducted shall be decided by the Management Board.
3. In the case of shares in commercial law companies, the Management Board shall represent the Chamber in such companies.
4. The Chamber shall maintain accounting in accordance with generally applicable legal provisions.

Art. 24

In the case of a single-member Management Board, declarations on behalf of the Chamber shall be made independently by the Management Board Member.

In the case of a multi-member Management Board, declarations on behalf of the Chamber shall be made jointly by two Management Board Members or independently by the President of the Management Board.

The Chamber may also be represented by a proxy appointed by the Management Board acting within the scope of the granted authorization.

Art. 25

1. Amendments to the Statutes and dissolution of the Chamber may be adopted by a resolution of the General Assembly of Members passed by a two-thirds majority of votes of the Members present.
2. The General Assembly shall appoint a Liquidation Committee to conduct the liquidation proceedings. Members of the Management Board may serve on the Liquidation Committee.
3. The Liquidation Committee shall settle the Chamber's receivables and liabilities in accordance with the resolution of the General Assembly of Members.
4. The allocation of the assets remaining after the liquidation of the Chamber shall be determined by a resolution of the General Assembly of Members.
5. Upon completion of the liquidation proceedings, the Liquidation Committee shall submit an application to the court for the removal of the Chamber from the register.

Art. 26

In matters not regulated by these Statutes, the relevant provisions of the Act of 30 May 1989 on Chambers of Commerce and other applicable laws shall apply accordingly.