

STATUTE
of the National Chamber of Dual Use and Defence Solutions
„Polish Dual Use Chamber”

Chapter 1

§ 1.
General Provisions

1. The National Chamber of Dual-Use and Defence Solutions “Polish Dual Use Chamber”, hereinafter referred to as the “**Chamber**”, is an organization of economic self-government representing the economic interests of its members, in particular before public authorities.
2. The Chamber operates on the basis of the Act of 30 May 1989 on Chambers of Commerce (Journal of Laws 1989 No. 35, item 195, as amended) (hereinafter referred to as the “**Act**”), other generally applicable legal provisions relating to chambers of commerce, and these Articles of Association.
3. The registered seat of the Chamber is the capital city of Warsaw.
4. The Chamber operates within the territory of the Republic of Poland and abroad.
5. The Chamber may become a member of domestic and foreign organizations whose objectives are similar to those of the Chamber.
6. In the English language, the Chamber may use the name: National Chamber of Dual-Use and Defence Solutions “Polish Dual Use Chamber”.

§ 2.

1. The Chamber may conduct business activity on general terms.
2. If the Chamber conducts business activity, the income derived from such activity may be used solely for the implementation of its statutory objectives and may not be distributed among its members.

Chapter 2

§ 3.
Tasks of the Chamber and Methods of Their Implementation

The tasks of the Chamber are:

- (1) representing the economic interests of its members, in particular before public authorities and other organizations,
- (2) performing tasks reserved by law for state administration, entrusted to the Chamber by way of a regulation of the Council of Ministers, upon the motion or with the consent of the Chamber,
- (3) creating a platform for transparent dialogue between the Chamber and its members and public authorities as well as other organizations,
- (4) issuing opinions on proposed solutions relating to the functioning of the economy and participating, under the terms specified in separate regulations, in the preparation of draft legal acts in this area,

- (5) assessing the implementation and functioning of legal provisions concerning the conduct of business activity by members of the Chamber,
- (6) supporting initiatives aimed at the development of dual-use products and the defence sector,
- (7) shaping and promoting principles of ethics in business activity and standards of fair conduct in economic transactions,
- (8) creating a platform supporting dialogue and cooperation among the members of the Chamber,
- (9) collecting and disseminating information concerning the Chamber's members domestically and abroad, as well as undertaking and supporting networking and integration activities, in particular to foster cooperation between members of the Chamber and other entities domestically and internationally, especially in the field of dual-use solutions and defence,
- (10) supporting members of the Chamber in the process of professionalization, commercialization, and internationalization of their technological solutions, in particular in the area of dual-use products and defence,
- (11) supporting initiatives in the field of scientific, research and development, and educational activities related to the Chamber's tasks specified above,
- (12) conducting educational activities concerning dual-use solutions and defence, including, among others, national and international compliance standards, certification, and regulations regarding export control systems, transfer, brokering, and transit of dual-use products and defence-related items.

§ 4.

1. The Chamber may perform its statutory tasks, in particular, by:

- (1) organizing meetings, industry events, and working groups, including those aimed at networking, strengthening business relations among members of the Chamber, and exchanging experience,
- (2) presenting the Chamber's positions in dialogue with public authorities and private sector entities in Poland and abroad,
- (3) cooperating with public authorities, scientific institutions, international organizations, and other chambers of commerce in the development of technologies related to defence and dual-use products,
- (4) delegating representatives of the Chamber to participate in the work of public authorities,
- (5) preparing and issuing opinions on draft legal acts concerning dual-use products and defence,
- (6) preparing reports, expert opinions, analyses, and industry positions,
- (7) conducting training and publishing activities,
- (8) participating in economic missions, study visits, and foreign delegations aimed at developing international cooperation, including those organized by the Chamber,

- (9) supporting the process of identifying and connecting industrial and technological partners—both domestically and internationally—for joint projects in the field of dual-use products and the defence sector,
 - (10) conducting educational activities for members of the Chamber regarding sources of financing (domestic and international), including debt financing, research and development grants, offset programs, and EU support instruments,
 - (11) conducting educational and promotional activities to increase awareness of the importance of dual-use products and innovation for national security and economic competitiveness,
 - (12) establishing sections, committees, working groups, and permanent or ad hoc teams within the Chamber focused on specific areas or issues related to dual-use products or defence.
2. The Chamber may enter into strategic partnerships with other entities related to dual-use products and defence.
 3. For the purpose of implementing its statutory tasks, the Chamber may conduct business activity under the terms set out in generally applicable laws, in particular in the following areas:
 - (1) 94.11.Z – activities of commercial and employers' organizations,
 - (2) 82.30.Z – organization of trade fairs, exhibitions, and congresses,
 - (3) 73.12.Z – media representation (advertising through mass media),
 - (4) 73.20.Z. – market and public opinion research,
 - (5) 73.30.B – other public relations and communication activities,
 - (6) 70.20.Z – business and other management consultancy activities,
 - (7) 84.22.Z – national defence,
 - (8) 72.10.Z – research and experimental development in natural sciences and engineering.

Chapter 3

§ 5.

Members of the Chamber, Methods of Acquiring and Losing Membership

1. Membership in the Chamber may be either full membership (full member) or associate membership (associate member).
2. A full member of the Chamber may be an entrepreneur within the meaning of Article 1 of the Act who:
 - (1) conducts business activity, documented by an entry in the Register of Entrepreneurs of the National Court Register or in the Central Register and Information on Economic Activity, in the field of or related to dual-use products or defence,
 - (2) has submitted a membership declaration and accepted the provisions of the Articles of Association and other documents binding on members of the Chamber,

- (3) has paid the admission fee and membership fee in accordance with the provisions of the Articles of Association and other documents binding on members of the Chamber.
3. An associate member of the Chamber may be an entrepreneur within the meaning of Article 1 of the Act, including a foreign entity, who:
 - (1) conducts activity in the field of dual-use products or defence,
 - (2) has submitted a membership declaration and accepted the provisions of the Articles of Association and other documents binding on members of the Chamber,
 - (3) has paid the admission fee and membership fee in accordance with the provisions of the Articles of Association and other documents binding on members of the Chamber.
4. Admission of full members and associate members to the Chamber shall be decided by the Management Board, taking into account in particular (though not exclusively) circumstances such as reputation, good standing, the interest of the Republic of Poland, or the interest of the Chamber.
5. The Management Board, where it considers it beneficial from the perspective of the Chamber's objectives, may, after obtaining a positive opinion of the Presidium, consent to the admission to the Chamber—either as a full member or an associate member—of an entity that does not meet the conditions specified, respectively, in paragraphs 2 or 3 above.
6. A member of the Chamber shall exercise its rights and obligations personally or through representatives duly authorized to represent that member.

§ 6.

1. A candidate for membership in the Chamber shall submit a membership declaration prepared in accordance with the template applicable in the Chamber, adopted by resolution of the Management Board.
2. The Management Board shall decide, by way of a resolution, on the admission or refusal to admit a candidate to the Chamber as either a full member or an associate member.
3. The Management Board may request a candidate for membership in the Chamber to provide additional information or submit additional documents.
4. A resolution of the Management Board on the admission or refusal to admit a candidate to the Chamber should be adopted within three months from the date on which the Chamber receives a complete membership declaration from the candidate, along with the information and documents referred to in paragraph 3. The resolution referred to in this paragraph shall be final.
5. In the event that the Management Board adopts a resolution refusing to admit a candidate to the Chamber, such candidate may reapply for membership after one year from the date of the resolution or after a shorter period specified by the Management Board.
6. A condition for admission to the Chamber is the payment by the candidate of the admission fee and membership fee by bank transfer to the Chamber's bank account indicated by the Management Board.
7. The amount of the admission fee and membership fees, as well as the method of their payment, shall be determined by the Management Board by way of a resolution.

§ 7.

1. A candidate for membership in the Chamber becomes, as applicable, a full member or an associate member of the Chamber on the first day of the month following the month in which the Management Board adopted the resolution on admitting the candidate to membership, and the member has paid the admission fee and the membership fee.
2. Membership in the Chamber shall terminate:
 - (1) as a result of voluntary resignation by the member—with effect at the end of the calendar month following the month in which the Management Board received the resignation statement in written or documentary form (including via email),
 - (2) as a result of expulsion due to:
 - (a) failure to pay a due membership fee on time, after prior notice and granting the member an additional thirty-day period to make the payment,
 - (b) loss of the statutory membership requirements referred to in § 5 of the Articles of Association,
 - (c) breach by the member of the provisions of the Articles of Association, bylaws, or resolutions of the Chamber's governing bodies, or where, in the opinion of the Management Board, the continued membership of a given member is incompatible with the objectives of the Chamber or detrimental to its good name,
 - (3) upon the dissolution or cessation of the legal existence of the member.
3. In the cases referred to in § 7(2)(a)–(c) above, expulsion of a member shall occur by way of a resolution on expulsion adopted by the Management Board. Prior to adopting such a resolution, the Management Board may request the member to provide explanations, specifying a deadline for their submission.
4. Immediately after adopting a resolution on expulsion, the Management Board shall send to the member concerned, via email to the last address indicated by the member for electronic service, a scanned copy of the expulsion resolution together with information about the member's right to appeal to the Council within 21 days from the date the email is sent. If the member does not file an appeal within the above period, the resolution shall become effective on the day following the lapse of 21 days from the date the email was sent by the Management Board. If the member files an appeal within the prescribed period and the Council adopts a resolution rejecting the appeal, the expulsion shall take effect on the date the Council adopts its resolution. The Council's resolution in this matter shall be final and not subject to appeal.
5. If a member files an appeal against the Management Board's resolution on expulsion, the expelled member shall retain the rights of a member of the Chamber until the Council adopts a resolution on the consideration of that appeal.

Chapter 4

§ 8.

Rights and Obligations of Members of the Chamber

1. Full members have the right to participate in the General Assembly with voting rights.

2. Associate members have the right to participate in the General Assembly only in an advisory capacity, without voting rights.
3. All members of the Chamber have the right to:
 - (1) participate in all forms of the Chamber's activities, provided that associate members participate solely in an advisory capacity;
 - (2) submit proposals to the Chamber's governing bodies concerning its activities,
 - (3) benefit from the Chamber's services in accordance with these Articles of Association and the bylaws adopted by the Chamber's governing bodies.
4. All members of the Chamber are obliged to:
 - (1) comply with the provisions of the Articles of Association, as well as the bylaws and resolutions of its governing bodies,
 - (2) cooperate in the implementation of the Chamber's statutory objectives,
 - (3) pay membership fees in a timely manner,
 - (4) take an active part in the Chamber's work,
 - (5) safeguard the good name of the Chamber.
5. Upon admission to membership, each member (both full and associate) is required to provide an address for service and an email address for electronic service.
6. All correspondence with a member shall be conducted using the addresses for service indicated by the member, i.e., both the address for personal service and the address for electronic service. In the case of personal service, the first attempted delivery of a registered letter shall be deemed effective service, regardless of any delivery notice left.
7. In the case of electronic service, delivery shall be deemed effective on the date the email is sent to the member's current email address for service held by the Chamber.
8. Each member is responsible for keeping their addresses for service up to date. The Chamber shall not be liable for sending correspondence to an outdated address for service.

Chapter 5

§ 9. Partnership

1. The Chamber may establish cooperation with external partners who do not hold the status of members of the Chamber.
2. Partners may participate, under the terms specified in separate agreements or arrangements, in selected undertakings, projects, and events organized by the Chamber.
3. Partners may be granted the right to attend the General Assembly of the Chamber in the capacity of observers, without the right to participate in voting or discussions.

Chapter 6

§ 10.

Governing Bodies of the Chamber, Scope of Their Powers, Method of Election, and Term of Office

The governing bodies of the Chamber are:

- (1) the General Assembly of Members of the Chamber, hereinafter referred to as the **“General Assembly”**,
- (2) elected bodies:
 - (a) the Presidium,
 - (b) the Council,
 - (c) the President,
 - (d) the Management Board,
 - (e) the Audit Committee.

§ 11.

1. The number of members of an elected body for a given term of office, except for the number of members of the Management Board (which is determined by the Council), may be specified by a resolution of the General Assembly. The number of members of a body determined in this manner shall fall within the minimum and maximum number of members specified in the Articles of Association.
2. The right to stand for election to the elected bodies of the Chamber shall be vested in natural persons nominated by full members of the Chamber.
3. The mandate of a member of an elected body of the Chamber shall expire:
 - (1) upon the expiry of the term of office of the elected body,
 - (2) upon resignation from the position,
 - (3) due to full or partial loss of legal capacity or conviction by a final judgment of a common criminal court,
 - (4) upon death,
 - (5) upon dismissal.
4. Members of the Council, the Management Board, the Audit Committee, the Presidium, and the President may be dismissed by the body that appointed them.
5. If, as a result of the expiry of a mandate of a member of an elected body, the number of members of that body falls below the minimum number specified in the Articles of Association, by-elections shall be held within 3 months, in accordance with the procedure applicable to the given body.
6. The detailed procedure for electing members of the elected bodies of the Chamber may be specified in election regulations adopted by the General Assembly upon the motion of the Presidium by way of a resolution.

7. Voting within the bodies of the Chamber shall, as a rule, be open. Secret voting shall be ordered in matters concerning the appointment of liquidators, the appointment and dismissal of members of the Chamber's bodies, holding them accountable, and in other personal matters. In addition, secret voting may be conducted upon a relevant motion submitted by a member of a given body of the Chamber.

In the event such a motion is submitted, the method of voting shall be decided by the given body by a simple majority of votes.

8. In the event of a tie in voting by members of a given body of the Chamber, the chairperson of that body shall have the casting vote.

§ 12.

1. Members of the elected bodies of the Chamber shall be appointed for the first term by the founding assembly of the Chamber under these Articles of Association, and their appointment shall not require a separate resolution or confirmation.
2. The first term of the Chamber's elected bodies shall commence on the date of establishment of the Chamber.

Chapter 7

§ 13.

General Assembly

1. The General Assembly is the highest governing body of the Chamber.
2. Members of the Chamber participate in the General Assembly:
 - (1) in the case of natural persons – personally or through a proxy, whereby a written or electronic power of attorney shall be sufficient,
 - (2) in the case of legal persons and unincorporated entities – through their representatives in accordance with the representation rules applicable to the given entity, or through a proxy, whereby a written or electronic power of attorney shall be sufficient.
3. Each full member is entitled to one vote in the General Assembly ("**decisive vote**"), unless the full member presents to the Management Board an approved financial statement for the last completed financial year showing annual revenue exceeding PLN 10 million. Each additional PLN 10 million of revenue entitles the full member to one additional decisive vote, with the maximum number of decisive votes being 50.
4. Where, under generally applicable law, the deadline for approving the financial statements has not yet expired and the financial statements have not yet been approved, it shall be sufficient for the full member to submit a declaration of the revenue achieved in the last financial year and an undertaking to submit the financial statements immediately after their approval within the timeframe required by generally applicable law.
5. The General Assembly may also be attended, without voting rights, by invited guests and members of the Chamber's governing bodies.

§ 14.

1. The ordinary General Assembly shall be held once every 4 years.
2. The ordinary General Assembly shall be convened by the Management Board no later than 30 days before the expiry of the term of office of the Management Board, the Council, or the Presidium.
3. An Extraordinary General Assembly shall be convened, in justified cases, by the Management Board on its own initiative or upon request of the Presidium or the Council, or upon request of at least one-third of the full members of the Chamber submitted to the Management Board.
4. The body or persons requesting the convening of an Extraordinary General Assembly are obliged to specify the proposed agenda of the meeting.
5. The Extraordinary General Assembly shall be held no later than 45 days from the date on which the Management Board receives the request for its convening together with the proposed agenda.
6. If the Management Board fails to convene the Extraordinary General Assembly in accordance with the above provisions, the Extraordinary General Assembly may be convened by the Council or the Presidium.
7. The Management Board shall notify all members of the Chamber of the convening of the General Assembly at least 21 days prior to its date, by sending notices in written form or via electronic mail indicating the date, place, and agenda, by registered letter or electronic means.

§ 15.

1. The proceedings of the General Assembly shall be opened by the General Director. The General Director or a person designated by them shall preside over the proceedings.
2. The General Assembly may adopt resolutions only on matters included in the agenda, unless all members are present and none of those present object to adopting a resolution not included in the agenda.
3. Resolutions of the General Assembly shall be adopted by a simple majority of votes, regardless of the number of full members of the Chamber present (in person or through representatives), unless these Articles of Association provide otherwise.
4. Resolutions of the General Assembly shall be signed by the chairperson of the General Assembly.
5. The General Assembly may adopt rules of procedure for its meetings.

§ 16.

1. Without prejudice to other competences of the General Assembly specified in these Articles of Association, the competences of the General Assembly include:
 - (1) adopting the Articles of Association of the Chamber and amendments thereto,
 - (2) adopting the rules of procedure of the General Assembly,
 - (3) adopting electoral regulations specifying the detailed procedure for the election of the Presidium and the Audit Committee,
 - (4) adopting the strategic directions and multi-year programs of activity of the Chamber,

- (5) appointing and dismissing members of the Council, subject to the provision that the members of the Council of the first term were appointed by the founding assembly of the Chamber on the date of its establishment,
 - (6) appointment and dismissal of members of the Presidium, subject to the provision that the members of the Presidium of the first term were appointed by the founding assembly of the Chamber on the date of its establishment; election and dismissal of members of the Audit Committee, subject to the provision that the members of the Audit Committee of the first term were appointed by the founding assembly of the Chamber on the date of its establishment;
 - (7) adopting resolutions in other matters reserved for the competence of the General Assembly in accordance with these Articles of Association or applicable law.
2. In matters in which the Presidium has issued its opinion, the General Assembly shall adopt a resolution after becoming acquainted with the content of such opinion. A vote on a resolution in such matter may not be conducted without the prior presentation of the opinion by the Presidium.

Chapter 8

§ 17. Presidium

- 1. The Presidium shall consist of 2 to 4 members, including the Chairman of the Presidium, elected by the General Assembly for a joint term of eight years, subject to paragraph 4 below.
- 2. The competences of the Presidium include:
 - (1) taking positions and expressing opinions on actions undertaken by the Chamber and its individual governing bodies, including resolutions adopted by such bodies,
 - (2) issuing opinions on matters reserved by the Articles of Association,
 - (3) representing the Chamber externally, including in particular in relations with the media, in order to present positions and express opinions on the activities undertaken by the Chamber,
 - (4) participating in meetings of the Chamber's governing bodies, including in particular sessions of the General Assembly, with the right to take positions and express opinions,
 - (5) providing, as needed, ongoing substantive support to other governing bodies of the Chamber.
- 3. Each member of the Presidium is entitled to individually represent the Chamber as referred to in paragraph 2 point (3) above.
- 4. The first Presidium shall consist of the following persons, who have made special contributions to the establishment and promotion of the Chamber:
 - (1) Aleksander Kłak – Chairman,
 - (2) Mateusz Jakub Chmielewski – member of the Presidium,
 - (3) Piotr Pisarz – member of the Presidium,
 - (4) Krzysztof Wiater – member of the Presidium.

5. The first members of the Presidium are entitled to use the title "Founder of the Polish Dual Use Chamber".
6. Meetings of the Presidium shall be held as needed, depending on the scope and frequency of matters requiring consideration, but no less than twice per year.
7. Meetings of the Presidium shall be convened and chaired by the Chairman or a member of the Presidium authorized by the Chairman.

Chapter 9

§ 18.

Rada

1. The Council shall consist of 3 to 8 members appointed by the General Assembly from among candidates nominated by full members of the General Assembly entitled to voting rights, whereby each full member is entitled to nominate only one candidate.
2. The term of office of the Council shall be four years and shall be common for all members of the body.
3. The members of the Council shall elect from among themselves a Chair and may elect up to two Deputy Chairs.
4. In the event of a vacancy in the position of Chair of the Council, until a new Chair is elected, their duties shall be performed by a Deputy Chair designated by a resolution of the Council.
5. The Council of the first term shall consist of the following persons:
 - (1) Jarosław Mika,
 - (2) Mirosław Mordel,
 - (3) Waldemar Maj,
 - (4) Michał Kamiński,
 - (5) Tomasz Szpikowski,
 - (6) Aleksander Szalecki,
 - (7) Mateusz Sarosiek.

§ 19.

1. The Council shall meet at least once every 6 months.
2. Meetings of the Council shall be convened by its Chairman on their own initiative or upon request of the General Director of the Chamber, the Presidium, the Audit Committee, or at least two members of the Council.
3. The Chairman of the Council shall be obliged to notify all members of the Council of the date, place, and agenda of a meeting at least 7 days in advance by sending notices by registered mail or electronic message.
4. Resolutions of the Council shall be adopted by a simple majority of votes in the presence of at least half of the Council members, subject to paragraph 5 below.
5. In the event of a tie, the Chairman shall have the casting vote.

6. The following persons may participate in Council meetings with the right to speak in discussions:
 - (1) members of the Management Board,
 - (2) members of the Presidium,
 - (3) other persons invited by the Chairman of the Council.
7. The Council shall adopt, by resolution, its rules of procedure, including the internal

§ 20.

Without prejudice to other competences of the Council specified in these Articles of Association, the competences of the Council include:

- (1) proposing the directions and multi-year action plans of the Chamber and, after receiving a positive opinion of the Presidium, submitting draft resolutions in this regard to the General Assembly,
- (2) supervising the implementation by the Chamber's bodies of resolutions of the General Assembly and assessing their implementation,
- (3) adopting the annual financial plan of the Chamber after receiving the opinion of the Audit Committee,
- (4) approving the annual financial statements of the Chamber,
- (5) approving the annual report on the activities of the Management Board,
- (6) granting consent, after receiving a positive opinion of the Presidium, for the Chamber to join or withdraw from domestic and foreign associations and similar organizations,
- (7) granting consent for the Chamber to acquire or dispose of real estate,
- (8) determining the principles of functioning and scope of activity of committees, member clubs, and other internal organizations within the Chamber, either on its own initiative or upon request of Chamber members or the Presidium,
- (9) determining the number of members of the Management Board and appointing and dismissing members of the Management Board,
- (10) determining the rules for remuneration of members of the Chamber's governing bodies,
- (11) adopting resolutions in other matters reserved to the competence of the Council under these Articles of Association,
- (12) selecting the statutory auditor for the audit of the Chamber's financial statements, if such statements are subject to audit under applicable law or pursuant to a resolution of the Council.

§ 21.

1. A member of the Council may be dismissed before the expiry of their term of office in the event of:
 - (1) a gross violation of the provisions of the Articles of Association,

- (2) actions contrary to the objectives or interests of the Chamber,
 - (3) permanent loss of the ability to perform their function,
 - (4) unjustified absence from 3 consecutive meetings of the Council.
- 2. Dismissal shall take place upon request of the Presidium, by way of a resolution adopted by a two-thirds majority of votes.
- 3. Before adopting the resolution, the member of the Council has the right to be notified in writing or electronically of the reasons for the proposed dismissal and to submit explanations orally or in writing or electronic form, no later than at the meeting of the Council during which the motion is considered.

Chapter 10

§ 22.

President

- 1. The President shall be elected for a 4-year term by the Presidium, subject to the provision that the President of the first term is Gen. Adam Duda.
- 2. The competences of the President include:
 - (1) performing representative functions, including acting publicly on behalf of the Chamber, in particular giving media interviews and participating in press conferences,
 - (2) safeguarding the image of the Chamber,
 - (3) taking positions on all matters concerning the activities of the Chamber—both publicly and, where necessary, before the Chamber's governing bodies.
- 3. The President may participate in the proceedings of all governing bodies of the Chamber and express non-binding opinions.

Chapter 11

§ 23.

Management Board

- 1. The Management Board shall conduct the affairs of the Chamber and manage its day-to-day operations.
- 2. The Management Board shall consist of 2 to 5 members, including the General Director, who shall head the work of the Management Board.
- 3. The term of office of the Management Board shall be four years and shall be common for all members of the given body.
- 4. The election and dismissal, as well as the determination of the number of members of the Management Board, shall be carried out, after obtaining a positive opinion of the Presidium, by an absolute majority of votes of the members of the Council participating in the vote, subject to the provision that the Management Board of the first term was appointed on the date of establishment of the Chamber by the founding assembly under these Articles of Association.
- 5. The Management Board of the first term shall consist of the following persons:

- (1) Łukasz Czajkowski – General Director,
 - (2) Karolina Opielewicz,
 - (3) Krzysztof Michalski.
6. In agreements between the Chamber and members of the Management Board, the Chamber shall be represented by the Council, on behalf of which acts its Chairman or a member of the Council authorized by the Chairman.

§ 24.

- 1. The competences of the Management Board include all matters of the Chamber not reserved for other governing bodies of the Chamber, including in particular the representation of the Chamber.
- 2. To make declarations of intent on behalf of the Chamber, including in matters of property and non-property rights and obligations, two members of the Management Board acting jointly are authorized.
- 3. The Management Board may appoint attorneys-in-fact to perform specific actions or types of actions on its behalf.
- 4. Members of the Management Board are obliged to perform their duties with due diligence.
- 5. The Management Board shall submit draft reports to the relevant governing bodies of the Chamber regarding the Chamber's activities and financial performance.

§ 25.

- 1. The General Director shall manage the work of the Management Board.
- 2. Meetings of the Management Board shall be held at least once every two months.
- 3. Meetings of the Management Board shall be convened and chaired by the General Director or, in the absence of such convening, by another member of the Management Board.
- 4. The General Director is obliged to convene a meeting of the Management Board upon request of the Council within 7 days of receiving such request.
- 5. The following persons may participate in meetings of the Management Board with the right to speak in discussions:
 - (1) members of the Council,
 - (2) members of the Presidium,
 - (3) other persons invited by the General Director.

§ 26.

The Management Board shall adopt its rules of procedure, including the internal division of responsibilities, by way of a resolution.

Chapter 12

§ 27. Audit Committee

1. The Audit Committee shall consist of 3 to 5 members appointed by the General Assembly from among candidates nominated by full members of the General Assembly entitled to voting rights, whereby each full member is entitled to nominate only one candidate.
2. Members of the Audit Committee may not be members of other governing bodies or employees of the Chamber.
3. The Audit Committee shall elect from among its members a Chair, a Deputy Chair, and a Secretary.
4. Resolutions of the Audit Committee shall be adopted by a simple majority of votes in the presence of at least half of its members.
5. The principles of operation of the Audit Committee and the procedure for handling matters under review may be defined in its internal rules of procedure adopted by the Committee.

§ 28.

The competences of the Audit Committee include:

- (1) supervising the implementation of resolutions of the Chamber's governing bodies in the area of finance and accounting,
- (2) conducting ongoing and annual audits of the overall activity of the Chamber, in particular its financial management,
- (3) issuing opinions on draft reports on the Chamber's activities for the financial year,
- (4) issuing opinions on the Chamber's financial statements for the financial year,
- (5) submitting to other governing bodies of the Chamber proposals and observations concerning its ongoing activities, in particular in the area of finance.

Chapter 13

§ 29. Principles of the Chamber's Financial Management

The assets of the Chamber shall come from the following sources:

- (1) admission fees,
- (2) membership fees,
- (3) income from its own business activity,
- (4) income from the Chamber's assets,
- (5) subsidies and subventions,
- (6) donations, inheritances, and bequests,
- (7) other sources permitted by law.

§ 30.

1. The financial year of the Chamber shall be the calendar year. In the event that the Chamber commences its activity in the second half of a calendar year, the first financial year shall last from the date of commencement of activity until the end of the calendar year following the year in which the activity was commenced.
2. The financial plan of the Chamber for each financial year shall be approved, upon request of the Management Board, by the Council after obtaining the opinion of the Audit Committee.

§ 31.

The rules for providing free of charge and paid services by the Chamber to its members may be determined by the Management Board.

Chapter 14

§ 32.

Organizational Structure of the Chamber

1. For the performance of its statutory tasks, the Chamber shall establish an organizational structure.
2. The organizational structure of the Chamber and the principles of operation of its organizational units may be determined by the Organizational Rules.

Chapter 15

§ 33.

Rules for Amendments to the Articles of Association, Dissolution of the Chamber, and Allocation of Assets in Case of Liquidation

1. A resolution on the dissolution of the Chamber shall be adopted by the General Assembly by a two-thirds majority of votes in the first call, in the presence of at least two-thirds of those entitled to vote. If it is not possible to hold a vote in the first call due to lack of the required quorum, the General Assembly shall adopt the resolution in the second call by a two-thirds majority of votes, in the presence of at least half of those entitled to vote.
2. A resolution on amendments to the Articles of Association shall be adopted by the General Assembly by a two-thirds majority of votes in the first call, in the presence of at least three-quarters of those entitled to vote. If it is not possible to hold a vote in the first call due to lack of the required quorum, the General Assembly shall adopt the resolution in the second call by a two-thirds majority of votes, regardless of the number of members present.

§ 34.

In the event of a change in the legal basis for the Chamber's operation, the Chamber may adapt or transform its organizational structure to meet the requirements set out in the amended regulations without the need to initiate liquidation proceedings.

§ 35.

In the event of a resolution on the dissolution of the Chamber, the General Assembly shall appoint a liquidator who shall carry out the liquidation of the Chamber in accordance with generally applicable law and shall determine the purposes for which the Chamber's assets shall be allocated. Such a resolution shall be submitted to the registry court.