

**THE STATUTES OF AN ASSOCIATION
POLSKIE FORUM HR – ZWIĄZEK PRACODAWCÓW**

**Chapter I
General provisions.**

§ 1

1. The Employers' Association under the business name of: Polskie Forum HR - Związek Pracodawców, hereinafter referred to in the Statutes as the Association, is an organization associating employers:
 - 1) being employment agencies which conduct activity within the scope of providing external employment services, in particular:
 - a) temporary work
 - b) recruitment services
 - c) human resources services
 - d) vocational counselling
 - 2) other services within the scope of human resources.
2. The employer, in the meaning of § 1(1), is an organizational unit, not even having legal personality as well as a natural person, if they employ employees.

§ 2

1. The Association operates on the basis of the act of 23 May 1991 on employers' organizations (Dziennik Ustaw [*Journal of Laws*] No. 2029) and other relevant provisions concerning the operation of employers' organizations.
2. The Association has legal personality.

§ 3

The Association's area of activity shall be the territory of the Republic of Poland and abroad. The Association shall have its seat registered in Warsaw.

§ 4

The Association shall have the right to establish federations and confederations, and to join international employers' organizations.

§ 5

The Association may use distinctive logos, marks and stamps according to the designs approved by the Meeting of the Association's Members. The Association may use the abbreviated firm name PFHR and its equivalent in foreign languages.

§ 6

The Association independently defines its objectives, programmes of action and organizational structures, and it adopts internal acts concerning its activity.

Chapter II The Association's Authorities.

§ 7

The Association's Authorities shall be:

- 1) the Meeting of the Association's Members
- 2) the Board

§ 8

1. Unless other provisions of the Statutes state otherwise, the resolutions of all the Association's authorities shall be adopted by a simple majority of votes in the presence of at least half of the Members. In the event of an equal amount of votes, the vote of the Chairman of the session shall decide.
2. Voting shall be done by open ballot. Voting by secret ballot shall be ordained for elections and motions to dismiss the members of the Association's authorities or to hold them liable. Furthermore, voting by secret ballot shall be ordained at the request of at least one of the persons present and entitled to vote.

Chapter III The Meeting of the Association's Members

§ 9

1. The Meeting of the Association's Members shall be the supreme authority of the Association, the one that takes final decisions on any matters that fall within the scope of the Association's activity and are connected with the fulfillment of its tasks and objectives.
2. The Meeting of the Association's Members may be held as ordinary or extraordinary.

§ 10

1. An ordinary Meeting of the Association's Members shall be convened by the Board by 30 June each year.
2. An extraordinary Meeting of the Association's Members may be convened:

- a) at the Board's initiative;
 - b) at the motion of at least 1/3 of the overall number of Members.
3. The Board shall convene the Extraordinary Meeting of the Association's Members within the period of time not longer than 1 month from the date when the motion in this respect was received or when it took the resolution on this meeting to be convened.

§ 11

The Board shall notify all the Association's Members about the date and debates schedule of the Meeting of the Association's Members in any effective manner, in particular via e-mail, at least two weeks before the date of the Meeting.

§ 12

1. The following issues shall fall within exclusive competence of the Meeting of the Association's Members:
- 1) setting out directions of the Association's activity;
 - 2) appointing and dismissing the Members of the Board (the President, other members);
 - 3) examining the reports of the Board;
 - 4) examining and approving financial statements;
 - 5) adopting resolutions on vote of acceptance for the members of the Board;
 - 6) examining appeals regarding refusals to admit the person as the Member of the Association;
 - 7) adopting a budget;
 - 8) stipulating the amounts of membership fees;
 - 9) adopting resolutions on the changes to the Statutes;
 - 10) adopting regulations concerning the operation of authorities and other executive acts;
 - 11) adopting resolutions on dissolution of the Association;
 - 12) adopting resolutions concerning other issues stipulated by the Statutes of for which the binding provisions of law require a decision of the Meeting of the Association's Members;
 - 13) maintaining control over the Association's activity, in particular taking into consideration finance;
 - 14) examining and deciding on the cases of the Association's Members in the scope of:
 - a) violating by the Association's Members of the duties resulting from the Statutes or the resolutions of the Association's authorities;
 - b) disputes arising between the Association's Members on the grounds of rights and obligations resulting from their membership in the Association.
2. As regards the issues referred to in § 12, paragraph 1, item 14, the Meeting of the Association's Members may adopt resolutions which decide on the following punishments:
- 1) admonition
 - 2) exclusion from the Association.

§ 13

1. The Meeting of the Association's Members may adopt resolutions on the first appointed time in the presence of at least half of the Association's Members, on the second appointed time regardless of the number of the Members present, however the second appointed time shall be one hour after the end of the first appointed time of the Members' Meeting.
2. Any persons being the Association's Members may participate in the Meeting of the Association's Members by means of persons legally authorized to represent them, or by means of attorneys. The power of attorney to participate in the Meeting and to vote shall be granted in writing under the pain of nullity and attached to the minutes.
3. Minutes are taken in the course of the Meeting of the Association's Members, and the minutes, signed by the Chairman and a recording clerk, are made available to participants of the Meeting for consultation not later than within one month from the date when the Meeting was held.
4. Within 1 month from the date when the minutes from the Meeting of the Association's Members were received, the participants of the Meeting may file written comments to the minutes.

Chapter IV

The Board of the Association

§ 14

1. The Board of the Association consists of a minimum 3 to a maximum of 9 members, including the President, Vice-Presidents for temporary work and recruitment, and vice-presidents of other established sections, as well as other members.
2. The Board shall be chosen for a three-year term of office. If after the end of a term of office a new composition of the Board is not appointed, the previous one shall fulfill all the functions until a new composition takes over. In the event of changes in the composition of the Board during a term of office, the period of time of fulfilling the functions by a newly appointed Members of the Board shall expire at the end of a term of office of the entire Board.
3. The Meeting of the Association's Members shall choose the President and other members of the Board from among the candidates - reported representatives of the Association's Members.
4. The election of members of the Board shall be performed from among the candidates who:
 - a) have obtained the biggest number of votes and at the same time have obtained at least 50% support of voters.
 - b) in the event of not obtaining a minimum number of 3 candidates with support of at least 50% of voters in order to reach a minimum composition of the Board, those candidates shall be chosen who have obtained the biggest number of votes from the group of other candidates (who have obtained smaller support than 50% of voters).However, in each of the situations listed above in points a-b, if an equal number of votes for candidates has been obtained, additional voting shall be decisive.

5. The election of the members of the Board shall be done by secret ballot in such a way that each member of the Meeting of the Association's Members present and authorized to vote shall vote for such a number of candidates which corresponds to at least a minimum number and at most a maximum number of the composition of the Board (a minimum 3 and a maximum 9 candidates).
6. The candidate who has obtained the biggest support of the voters shall be chosen the President of the Association.
7. The persons appointed by resolution of the Meeting of the Association's Members to be members of the Board shall, within 14 days from the date when this resolution was adopted, choose from among themselves in voting the Vice-President for temporary work and Vice-President for recruitment, and other vice-presidents if other Sections/Groups are created pursuant to the provisions of § 26.
8. The provisions set in paragraphs 1-7 shall apply respectively if there are changes in the composition of the Board during a term of office of the Board.
9. Enlargement of the composition of the Board during the term of office shall be done in the course of a resolution of the Meeting of the Association's Members.

§ 15

The Meeting of the Association's Members shall dismiss the members of the Board during a term of office in the following cases:

- a) filling a resignation,
- b) illness, disability or loss of strength resulting in a permanent inability to perform a function,
- c) actual non-performance of the obligations of the member of the Board for a period longer than a year,
- d) undue performance of a function,
- e) a significant breach of the provisions of the Statutes or the resolution of the Meeting of the Association's Members.

§ 16

The following issues shall fall within the competence of the Board:

- 1) representing the Board before third parties and acting on its behalf,
- 2) managing the Board's activity in accordance with the provisions of the Statutes and the resolutions and recommendations of the Meeting of the Association's Members,
- 3) managing the Association's assets,
- 4) determining budget estimates,
- 5) appointing and preparing the Meetings of the Association's Members,
- 6) examining motions to admit a person as the Member of the Association,
- 7) adopting resolutions on employment of workers,
- 8) undertaking other actions not reserved for the competence of the Meeting of the Association's Members.

§ 17

The Board shall meet whenever there is a need, however not less frequently than four times a year. Minutes are taken during the meetings of the Board.

§ 18

Coordination of the Board's work and the actions of Sections/Groups, referred to in §26 of the Statutes, shall be performed by the Office of the Association.

Chapter V

Objectives and tasks of the Association. Forms of implementation.

§ 19

A basic task of the Board is protection of rights and representation of interests, including economic interests, of the associated Members to trade unions, authorities and government administrative bodies, and local government authorities.

§ 20

The Association's objectives are:

- 1) integration of employment agencies,
- 2) care for good image of the Association's Members,
- 3) promoting ethical principles and good professional practices, and responsibility for the operation of the Association's Members,
- 4) informing business circles and public sector units about the advantages of the Association's Members services,
- 5) creation of a forum to exchange experience, good practice in terms of the Association's Members services,
- 6) improving competences of the Association's Members workers,
- 7) analysis and examination of the market for the Association's Members services,
- 8) participation in the creation of legislative initiatives, reviewing legislative acts and legal acts,
- 9) establishing cooperation, including an international one, with the institutions for development and improvement of the Association's Members services,
- 10) taking other actions to perform the projects aiming at protection of rights and representation of interests of the Association's Members,
- 11) supporting the Association's Members in the development of business and protection of interest of the Association's Members.

§ 21

In order to perform its tasks and objectives, the Association:

- 1) facilitates exchange of knowledge, experience and ideas between the Association's Members,
- 2) applies to relevant authorities and other institutions with opinions, motions, enquiries, requests,
- 3) organizes conventions, meetings, symposia, conferences, lectures, etc.,
- 4) conducts publishing, information, training and research activities,
- 5) establishes contacts with domestic and international organizations with a similar profile of activity,
- 6) conducts economic activity within the scope set in § 21a below,
- 7) takes other actions which are favorable for the development of statutory objectives of the Association.

§ 21a

1. The economic activities of the Association are:

- 1) printing of newspapers - PKD 18.11.Z,
- 2) other printing - PKD 18.12.Z,
- 3) pre-press and pre-media services – PKD 18.13.Z,
- 4) retail sale via mail order houses or via Internet PKD 47.91.Z,
- 5) event catering activities– PKD 56.21.Z,
- 6) book publishing – PKD 58.11.Z,
- 7) publishing of newspapers – PKD 58.13.Z,
- 8) publishing of journals and periodicals– PKD 58.14.Z,
- 9) other publishing activities– PKD 58.19.Z,
- 10) computer programming activities– PKD 62.01.Z,
- 11) computer consultancy activities – PKD 62.02.Z,
- 12) computer facilities management activities– PKD 62.03.Z,
- 13) other information technology and computer service activities – PKD 62.09.Z,
- 14) data processing, hosting and related activities – PKD 63.11.Z,
- 15) web portals – PKD 63.12.Z,
- 16) other information service activities not elsewhere classified– PKD 63.99.Z,
- 17) rental and operating of own or leased real estate– PKD 68.20.Z,
- 18) management of real estate on a fee or contract basis– PKD 68.32.Z,
- 19) activities of head office and holding companies, excluding financial holding companies – PKD 70.10.Z,
- 20) public relations and communication activities– PKD 70.21.Z,
- 21) business and other management consultancy activities – PKD 70.22.Z,
- 22) engineering activities and related technical consultancy– PKD 71.12.Z,
- 23) food quality testing and analysis– PKD 71.20.A,
- 24) other technical testing and analysis– PKD 71.20.B,

- 25) research and experimental development on social sciences and humanities – PKD 72.20.Z,
- 26) advertisement – PKD 73.1,
- 27) advertising agencies activities – PKD 73.11.Z,
- 28) intermediation in the sale of time and place on advertising aims in the radio and television – PKD 73.12.A,
- 29) intermediation in the sale of the place on advertising aims in printed media – PKD 73.12.B,
- 30) intermediation in the sale of the place on advertising aims in electronic media (Internet) – PKD 73.12.C,
- 31) intermediation in the sale of the place on advertising aims in other media – PKD 73.12.D,
- 32) market research and public opinion polling – PKD 73.20.Z,
- 33) photographic activities – PKD 74.20.Z,
- 34) translation and interpretation activities – PKD 74.30.Z,
- 35) other professional, scientific and technical activities not elsewhere classified – PKD 74.90.Z,
- 36) rental and leasing of office machinery and equipment, including computers – PKD 77.33.Z,
- 37) rental and leasing of other machinery, equipment and tangible goods not elsewhere classified – PKD 77.39.Z,
- 38) office administrative service activities, including support activities – PKD 82.1,
- 39) office administrative service activities – PKD 82.11.Z,
- 40) photocopying, document preparation and other specialised office support activities – PKD 82.19.Z,
- 41) activities of call centres – PKD 82.20.Z,
- 42) organisation of conventions and trade shows – PKD 82.30.Z,
- 43) other business support service activities not elsewhere classified – PKD 82.99.Z,
- 44) out-of-school forms of education – PKD 85.5,
- 45) learning of foreign languages – PKD 85.59.A,
- 46) other out-of-school forms of education, not elsewhere classified – PKD 85.59.B
- 47) activities of commercial and employers organisations – PKD 94.11.Z,
- 48) repair and maintenance of computers and peripheral equipment – PKD 95.11.Z,
- 49) repair and maintenance of (tele)communication equipment – PKD 95.12.Z,
- 50) repair and maintenance of consumer electronics – PKD 95.21.Z.

2. In the event the undertaking of the given business activity by the Association requires prior obtaining a relevant permit, decision or other act issued by a public authority, the Association shall start such business activity only after obtaining such permit, decision, etc.

3. The income from the business activity conducted by the Association, shall be allocated to implementing statutory activities of the Association.

Chapter VI

Members, their rights and obligations.

§ 22

1. The Association's Members are distinguished as:

- 1) Ordinary Members – employers referred to § 1 (1.1)
- 2) Supportive Members – employers referred to § 1 (1.2)

§ 23

The employers applying to be admitted as the Association's Member (both Ordinary Members and Supportive Members) shall submit to the Board a written declaration of accession to the Association, supported by the majority of the Board, and valid registration documents (copy from the National Court Register (KRS), certificate of entry in the business activity register, etc.) and documents certifying the fulfillment of public and legal obligations (tax clearance certificate, certificate on payment of insurance premiums).

§ 24

The Association's Members are entitled to:

- 1) active and passive voting rights in the elections to the Association's Board,
- 2) participate in the Meeting of the Association's Members and vote on resolutions, and have the right to express themselves and their opinions on any issues concerning the Association's activity.
- 3) participate in any actions connected with the Association's activity.
- 4) use the assistance of the Board.

§ 25

1. The Association's Members are obliged to observe the provisions of the Statutes, resolutions of the Association's authorities, regulations, codes of the Association.
2. Furthermore, the Members are obliged to:
 - 1) actively participate in the Association's works,
 - 2) pay membership fees,
 - 3) support the Association's activity and provide material and non-material assistance.

§ 26

1. The Association's Members, in the course of the resolution of the Association's Members, may decide on the creation of trade Sections/Groups.
2. The work of the Association's Members from particular Sections/Groups are of operative, initiative, and reviewing nature.
3. The Association's Members may become members of a particular Section/Group by means of a voluntary declaration.

4. The works of a Section are directed by the Chairman of a Section/Group chosen by the Association's Members working in the Section.
5. The Chairman of the Section/Group may be included in the Board as a Vice-President for a given section by means of a resolution of the Meeting of Association's Members.
6. Particular Section/Group may be dissolved by resolution of the Members' Meeting.

§ 27

A membership shall expire:

- 1) as the result of elimination of the Member who is a natural person or an organizational entity,
- 2) as the result of death of the Member who is a natural person,
- 3) as the result of a voluntary withdrawal from the Association submitted in writing to the Board, not longer than 3 months before the end of the calendar year with effect for the end of the calendar year in which the withdrawal was submitted
- 4) as the result of exclusion from the Association done by resolution of the Meeting of the Association's Members in the following cases:
 - a) breach of the provisions of the Statutes, resolutions of the Association's authorities, regulations or a professional code of ethics,
 - b) lack of payment of membership fees for the period of 12 months,

§ 28

An interested party is entitled to appeal to the Meeting of the Association's Members against the resolution of the Board refusing to admit to the Board within 30 days from the date when the statement of the Board in this case was filed.

Chapter VII Representation of the Association

§ 29

The Board represents the Association and operates on its behalf.

§ 30

Two Members of the Association's Board, acting jointly, are authorized to make declaration of will and take on financial liabilities on behalf of the Association. The Board has the right to appoint attorneys for a current management of the Association.

Chapter VIII Financial resources

§ 31

Financial resources are obtained by the Association:

- 1) from membership fees,
- 2) from proceeds from real estates and movables being the property or being used by the Association,
- 3) from donations and subsidies,
- 4) from grants, bequests, inheritance,
- 5) from proceeds from a statutory activity,
- 6) from the business activity referred to §21a,
- 7) from other sources of financing allowed by the law.

§ 32

1. The amount of membership fees shall be stipulated by resolution of the Meeting of the Association's Members.
2. The membership fees shall be paid out by the Members by the end of the 1st quarter each year.
3. New Members shall pay in the fees within two weeks from the day when the notification on the admission as the Member of the Association was received.

§ 33

The Board may create special funds within the scope of the financial resources possessed.

Chapter IX

Change to the Statutes Termination of the Association

§ 34

The resolution on change to the Statutes shall be taken by the Meeting of the Association's Members by a 2/3 majority of votes in the presence of at least 2/3 of the persons entitled to vote.

§ 35

1. The Association may be terminated on the basis of its own resolution or a ruling.
2. The resolution on the termination of the Association shall be taken by the Meeting of the Association's Members by a 2/3 majority of votes in the presence of at least 2/3 of the persons entitled to vote.
3. The Resolution on termination of the Association shall stipulate the manner of its liquidation.
4. The assets remaining after the liquidation of the Association shall be handed over to organizations and institutions indicated in the resolution of the Meeting of the Association's Members, the activity of which is consistent with the objectives of the Association.
5. Liquidators of the Association shall be the persons appointed from among the Association's Members.
6. The liquidators shall put forward a motion to remove the Association from the National Court Register after the completion of liquidation.

§ 36

In the issues not regulated by the Statutes, the relevant provisions on the activity of employers' organizations shall be binding.