

STATUTES OF THE ASSOCIATION OF POLISH SHIPOWNERS

I. General Provisions

§ 1

1. The name of the organisation is the Polish Shipowners' Association and it is hereinafter referred to as the Association. The Association may use the name in English, which reads: "Polish Shipowners' Association".
2. The Association is a voluntary organisation of Polish shipowners.

- § 2

The Association acts on the basis of the Act of 23 May 1991 on Employers' Organisations (Journal of Laws No. 55, item 235) and these Statutes.

- § 3

1. The seat of the Association is the City of Gdynia.
2. The Association shall operate within the territory of the Republic of Poland and abroad.

- § 4

The Association may be a member of national and foreign organisations, federations, confederations.

II. Objectives and tasks of the Association and their implementation

- § 5

1. The objectives of the Association are to: To shape conditions conducive to the comprehensive development of the Polish fleet and the entire maritime economy including fisheries;
2. The tasks of the Association are as follows:
 - a/ To protect the rights and represent the interests of the Association's affiliated members vis-à-vis the authorities and government administration, trade establishments, local government bodies, trade unions of employees and other institutions, organisations and unions;
 - b/ Representing the interests of the members affiliated to the Association before international organisations;
 - c/ Ensuring a professional level of services provided by members to contractors, in accordance with international standards;
 - d/ Initiating and promoting cooperation among members in the following areas: general principles of shipping and fishing policy, legal, technical, documentary;

- e/ Shaping and implementing the principles of safety and freedom of international navigation;
- f/ To counter discriminatory practices in shipping and foreign trade;
- g/ Supporting entrepreneurial development initiatives and implementing modern organisational and technical forms in shipping and fishing;
- h/ Shaping and improving the principles of fair conduct in maritime economic trade.

- § 6

The forms and manner of performing the tasks of the Association are as follows:

1. facilitating and exchanging experiences and opinions by organising meetings, consultations and conferences;
2. working towards the unification of shipping documents;
3. to participate in the negotiation of collective bargaining agreements and other agreements within the scope of the statutory tasks;
4. interacting with other employers' organisations at home and abroad and with economic organisations;
5. to obtain and provide its affiliated members with information on the market situation in the maritime economy;
6. recommending its members to national and foreign contractors and institutions and organisations;
7. providing advice on conducting business in shipping and fishing;
8. giving an opinion on draft legislation relating to shipping, fishing, port and maritime traffic, employment in the maritime fleet, working conditions on ships; making assessments of the functioning of the law and proposing legislative work on the above;
9. giving an opinion and submitting drafts of rules of maritime trade technology, rules of procedure in port and maritime trade, port customs, specimens of documents used in port and maritime trade for use by relevant entities;
10. conducting business activities, the income from which will be exclusively allocated to the statutory objectives of the Association.
11. taking an active part in combating dishonesty in business activities in the area of activity of the members of the Association;
12. preparing and adopting for application appropriate proposals, recommendations and tasks;
13. taking any other action on matters brought forward by the members of the Association.

- III. Membership

- § 7

Membership of the Polish Shipowners' Association is open to any business entity having its registered office or place of residence in Poland and engaged in maritime transport and shipping, as the owner, operator or manager of a ship and as a maritime carrier, irrespective of the flag flown by the ship.

- § 8

The resolution on acceptance as a member is adopted by the General Meeting.

- § 9

1. Members have the right to:

- a/ participate in the work of the Association;
- b/ receive information about the work of the Association;
- c/ exercise their passive and active electoral rights to the Association's authorities.

2. Members shall be obliged to:

- a/ actively participate in the work of the Association;
- b/ comply with the Statutes, apply the resolutions and recommendations of the Association's authorities;
- c/ observe the principles of professional ethics and fair trading;
- d/ pay dues in a timely manner;
- e/ provide the authorities of the Association with information necessary for its activities;
- f/ perform the tasks and obligations assumed as a member of the Association.

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- § 10

- Membership shall cease upon:

- (a) withdrawal made with 3 months' notice;
- b) dissolution of the Association;
- c) liquidation of an economic entity that is a member of the Association;
- d) cessation of business activities by the member;
- e) death, if the Association's member is a natural person;
- f) exclusion from the Association.

- § 11

1. A member of the Association may be excluded from the Association under a resolution of the General Meeting adopted on a two-thirds majority voting basis in the presence of at least half of the number of the Association's members with the right to vote at the General Meeting.
2. Exclusion may occur in the event of:
 - a) default in the payment of membership fees for a period of at least 6 months;
 - b) a final decision of the President of the Office of Competition and Consumer Protection or a final court ruling finding that a member of the Association has engaged in practices that restrict competition;
 - c) acting to the detriment of the Association, breach of the principles of fair trading or professional ethics as determined by a resolution of the General Meeting adopted by a 3/4 majority vote, with at least half of the number of members entitled to vote at the General Meeting present.

IV. Bodies of the Association

- § 12

1. The authorities of the Association are:
 - 1) the General Meeting.
 - 2) The Audit Committee.
 - 3) The Management Board.
2. Legal persons and organisational entities without legal personality shall act through their bodies or their duly appointed representatives representing them in the authorities of the Association.

1. GENERAL MEETING

- § 13

The General Meeting is the highest authority of the Association.

- § 14

1. The General Meeting shall meet at least twice a year, of which once as an Ordinary General Meeting and on other occasions as an Extraordinary General Meeting.
2. The General Meeting elects the Chairperson of the meeting.

- § 15

Extraordinary General Meetings are convened by the Management Board on its own initiative, on the initiative of the Audit Committee or at the request of at least 1/3 of the Association's members.

- § 16

The General Meeting is convened by the Management Board by registered letter or electronic mail (e-mail) sent at least 2 weeks before the date of the Meeting and containing the agenda, draft resolutions and materials necessary for discussion.

- § 17

1. Each member is entitled to one vote at the General Meeting.
2. Members of the Association may participate in the General Meeting and exercise their right to vote in person or by proxy.

- § 18

The powers of the General Meeting include, in particular:

- a) determining the numerical composition of the Management Board;
- b) appointing and removing, by election, the President and members of the Management Board and the Audit Committee; a member of the Management Board and the Audit Committee may be removed at any time;
- c) adopting the budget and accepting reports on its implementation;
- d) examining the reports of the Management Board and the Audit Committee;
- e) granting discharge to the Management Board;
- f) setting membership fees;
- g) adopting resolutions on a member's violation of professional ethics, principles of fair trading or acting to the detriment of the Association;
- h) adopting resolutions on exclusion from the Association;
- i) considering appeals on refusal of admission to the Association;
- j) amending the Statutes;
- k) adopting a resolution on the dissolution of the Association and determining the person of the liquidator, the allocation of the Association's assets in the event of its liquidation and accepting the liquidation report from the liquidator;
- l) adopting resolutions on extending the limitation or cessation of business activities;
- t) adopting resolutions on forming or joining national and foreign organisations, federations and confederations;
- m) creating special purpose funds of the Association;

- n) The General Meeting of the ZAP may grant an individual the title of Honorary President of the Management Board of the Polish Shipowners' Association.

- § 19

1. Resolutions of the General Meeting shall be adopted by a simple majority of votes in the presence of at least half of the number of the Association's members entitled to vote, subject to par. 11, 36 i 37

2. In the absence of a quorum, the Management Board shall convene the Meeting at a second date and then the resolutions of the Meeting referred to in par. 11 shall be passed by an absolute majority of the members present at the General Meeting:

-an absolute majority means more than half of the votes cast;

-a simple majority of votes means more votes "for" than "against". Absentions are not counted.

2 MANAGEMENT BOARD

- § 20

The Management Board manages the day-to-day business of the Association and, subject to § 23(b), represents the Association externally.

- § 21

1. The term of office of the first Management Board shall be 1 year, and the term of office of each subsequent Management Board shall be 2 years.

2. The term of office of a member of the Management Board shall expire no later than on the date of the General Meeting granting a vote of approval for the performance of his/her duties for the last full financial year of office as a member of the Management Board.

-3. Only a member of the Association may be elected as a member of the Management Board.

4. A member of the Management Board who has been appointed in place of a recalled member of the Management Board during the term of office shall hold office until the end of the term of office of the Management Board.

- § 22

1. The Management Board shall consist of between one and five persons, elected by the General Meeting.

2. The work of the Management Board is directed by the President of the Association.

- § 23

The President of the Management Board:

- (a) supervise and coordinate the work of the Secretary General, and directly supervise the activities of problem teams and working groups;

- b) represents the Association externally in its relations with national and foreign organisations;
- (c) in justified cases, the President of the Management Board may delegate to any member of the Association and to the Secretary General his/her authority from the - § 23, subsection b. on the basis of a written power of attorney under pain of nullity.

- § 24

The Management Board meets at least twice a quarter.

- § 25

1. The Management Board shall perform its tasks with the assistance of the Secretary General of the Association, who shall be appointed and dismissed by the Management Board.
2. The Secretary General may not be a member of the Management Board.
3. The Secretary General shall act on the basis of the ZAP Secretariat Regulations and the ZAP Secretary General's Terms of Reference, approved by the Management Board.

- § 26

The employment contract with the Secretary General shall be concluded by the President of the Management Board.

- § 27

1. Resolutions of the Management Board shall be adopted by a simple majority of votes.
2. The presence of the majority of the Management Board members is required for a Management Board resolution to be valid.

- § 28

1. In order to make declarations of will on behalf of the Association, it is necessary for two members of the Management Board or a member of the Management Board to act jointly with the Secretary General.
2. In the case of a one-person Management Board, declarations of will on behalf of the Association shall be made by the President of the Management Board alone.
3. The Secretary General of the ZAP organises the office of the Secretariat of the Polish Shipowners' Association, is responsible for its efficient administration and employs staff within the framework of the budget estimates set.

3 AUDIT COMMITTEE

- § 29

- The Audit Committee is the controlling body of the Association.

- § 30

1. The Audit Committee shall consist of three persons.

2. The Commission is headed by a Chairman.

3. Members of the Management Board and the Secretary General may not be appointed to the Audit Commission.

- § 31

1. The term of office of the Commission is two years.

2. A Member of the Audit Commission who has been appointed in place of a dismissed Member of the Audit Commission shall hold office until the end of the term of office of the Commission.

- § 32

The responsibilities of the Audit Committee are:

- a) to supervise the day-to-day activities of the Management Board and the Secretary General;

- b) requesting explanations from the Management Board or the Secretary General and submitting post-inspection motions;

- c) submitting audit reports to the General Meeting and motions on the discharge of the Management Board and the Secretary General.

- V. Financial resources and contributions

- § 33

The financial resources of the Association shall come from:

- (a) from contributions

- b) from donations

- c) from business activities

- d) from the income of the assets of the Association.

- § 34

Dues shall be payable quarterly in advance by the 10th day of each month commencing a given quarter.

- § 35

1. Members of the Association shall make contributions for the performance of the Association's statutory tasks, including training and canvassing, in amounts determined by the General Meeting.

2. Payments referred to in paragraph 1 may be made to the Association's special funds.

VI. Amendment of the Statutes

- § 36

- The Statutes of the Association may be amended by a resolution of the General Meeting adopted by a 2/3 majority vote in the presence of at least half of the number of the Association's members.

- VII. Dissolution of the Association

- § 37

1. The Association may be dissolved under a resolution of the General Meeting adopted on a three-fourths majority voting basis in the presence of at least one half of the number of the Association's members.
2. The General Meeting which has adopted a resolution on the dissolution of the Association shall also adopt a resolution on the allocation of the assets of the liquidated Association to cover liabilities.