

Polish PV Association
STATUTES

Title I

General provisions

§ 1

1. The Association bears the name “Polskie Stowarzyszenie Fotowoltaiki” — hereinafter: “the Association”.
2. The Association has the right to use the abbreviated name reading: PSF.

§ 2

The Association has legal personality and acts on the basis of the Associations of 7 April 1989 (Journal of Laws 2001.79.855 as amended) and these Statutes.

§ 3

1. The Association operates on the territory of the Republic of Poland and abroad, and is headquartered in the capital city of Warsaw.
2. The Association may establish branch offices in the territory of its operations and representative offices abroad.
3. The duration of the Association is unlimited.

§ 4

Operation of the Association is based on voluntary work of all its members. The Association may employ personnel to pursue its statutory goals. Employees may include any member of the Association and persons other than members of the Association.

Title II

Objectives and measures

§ 5

Objectives of the Association include:

- 1) Measures to protect the environment;
- 2) Educational and information activities in the field of renewable energy, especially broadly construed photovoltaics, in particular consisting in the organisation and hosting of conferences, training courses, workshops, media campaigns;

- 3) Measures to create regulatory environment advantageous for the development of the solar energy sector;
- 4) Exchange of information between entities operating in the PV sector;
- 5) Cooperation with other organisations from the renewable energy sources industry;
- 6) Cooperation with public authorities, economic and professional bodies, and R&D centres to create and implement solutions supporting the use of PV;
- 7) Promotion of economic initiatives related to the development of renewable energy sources, in particular PV;
- 8) Development, promotion and implementation of programmes supporting the increase in social awareness related to ecology.

§ 6

The Association fulfils its statutory goals through:

- 1) Educational, information, promotional and advertising activity;
- 2) Organisation of campaigns promoting ecological attitudes;
- 3) Economic, technical and legal consultancy in the field of renewable energy sources;
- 4) Development of legislative proposals related to the legal environment of the renewable energy sources sector, with particular regard to PV;
- 5) Research and scientific works related to environmental protection in the context of development of renewable energy sources;
- 6) Training, organisation of meetings, lectures, workshops, conferences and seminars;
- 7) Operation and supporting ecological education centres;
- 8) Integration of groups interested in the promotion of renewable energy sources;
- 9) Publishing activities;
- 10) Promotion and support for organisations, entrepreneurs and institutions supporting the development of renewable energy in its common use.

Title III

Rights and duties of members

§ 7

1. The Association is formed by ordinary, supporting and honorary members.

§ 8

2. An ordinary member of the Association may only be a natural person of age, including a foreigner irrespectively of their place of residence, who files a written membership application stating that they intend to become a member of the Association and represents that they have read these Statutes and support the objectives and measures laid down therein.
3. An ordinary member is admitted on the basis of a resolution of the Management Board.

§ 9

1. An ordinary member has the right to participate in all forms of activity of the Association, in particular:
2. Holds the right to be elected and vote;
3. May file motions and proposals concerning the implementation of the Association's programme;
4. May benefit, free of charge, from consultancy and training provided by the Association to its members.

§ 10

Ordinary members are obligated to:

- a. Abide by the Statutes, rules of procedure and resolutions of the Association's authorities;
- b. Actively participate in all forms of the Association's activity, including in development of materials and papers, organisation of events and conferences;
- c. Timely pay membership fees;
- d. Promote the activity of the Association in the community.

§ 11

1. Ordinary members' membership in the Association terminates as a result of:
 - a. Voluntary resignation from membership in the Association communicated to the Management Board in writing;
 - b. Death or loss of full capacity to perform acts in law or loss of public rights;
 - c. Exclusion by resolution of the Management Board for the member's conduct contrary to the membership application filed, the Statutes or the Association's activities.
2. Termination of membership through deletion or exclusion occurs by way of a resolution of the Management Board, which the member may appeal against to the General Meeting of Members within 14 days from the date of receipt of the resolution.

§ 12

1. A supporting member of the Association may be a natural and legal person interested in the activity of the Association and declaring financial, in-kind or substantive contribution to the achievement of the Association's objectives.
2. A supporting member is admitted after filing a written application on the basis of a decision of the Management Board.
3. The form and type of support for the Association is agreed by supporting members with the Management Board of the Association.

§ 13

1. A supporting member has the right to participate in all forms of activity of the Association, including to participate in the General Meeting of Members with an advisory vote.

2. A supporting member may file motions and proposals concerning the Association's activities.
3. A supporting member is obligated to provide the declared benefits, abide by the Statutes and resolutions of the Association's authorities.
4. A legal person being a supporting member acts in the Association through its representative or attorney.

§ 14

Membership of a supporting member terminates in the event of:

- a. Death of the member of the Association (natural person) or its liquidation (legal person);
- b. Voluntary resignation from membership in the Association communicated to the Management Board in writing;
- c. Exclusion by resolution of the Management Board for breach of the Statutes or acts to the detriment of the Association. Resolution of the Management Board in that respect cannot be appealed against.

§ 15

1. An honorary member of the Association may be a person particularly distinguished in the achievement of statutory objectives of the Association.
2. Honorary membership is granted by the General Meeting of Members upon application of the Board.
3. A honorary member has all the rights of a supporting members and is exempt from the obligation to pay membership fees.

§ 16

1. The value of membership fees for ordinary members is specified by the General Meeting of Members, and membership fees for supporting members — by the Management Board.
2. In the event of withdrawal or exclusion from the Association, the membership fee paid is not refundable.
3. The membership fee is paid once per year, in the full amount for the entire year comprising 12 subsequent calendar months.

Title IV

Authorities

§ 17

1. The Association's authorities include:
 - a. General Meeting of Members;
 - b. Management Board;
 - c. Audit Committee;
 - d. Programme Council.

2. Members of the Association's authorities may be remunerated for the positions held.
3. The term of all elective authorities of the Association (the Management Board and the Audit Committee) is common for all members, lasts 4 years and ends on the date of the General Meeting of Members approving their yearly report for the last year of the term.
4. Unless subsequent provisions of the Statutes stipulate otherwise, resolutions of all authorities of the Association are adopted by an ordinary majority of votes in the presence of at least half of the members authorised to vote in an open voting.

§ 18

1. The General Meeting of Members is the supreme authority of the Association and finally settles all matters within the scope of activity of the Association, stemming from the achievement of its statutory objectives.
2. Resolutions of the General Meeting of Members are adopted in an open voting. Secret voting is ordered for election to the Association's authorities. Furthermore, secret voting should be ordered upon request of even one of the present ordinary members.

§ 19

1. The General Meeting of Members may be ordinary or extraordinary.
2. The General Meeting of Members is summoned by the Management Board once per year — a reporting meeting — and once every four years — a reporting and election meeting, which notifies the members in writing of the date, place and proposed agenda thereof at least 14 days in advance. Upon written consent of a member, the notification on the date, place and proposed agenda of the General Meeting of Members may be sent by e-mail to the address communicated by the member in writing.

§ 20

1. The Management Board, on its own initiative or upon request signed by 10 ordinary members, or upon request of the Audit Committee, convenes an Extraordinary General Meeting of Members. The request for convening the Meeting should specify the object of the General Meeting.
2. The notification of the date, place and proposed agenda of the Extraordinary General Meeting should be dispatched not later than within 7 days from the date when the request is filed, and its date should be set at no more than 30 days from the date of receipt of the request.
3. Upon written consent of a member, the notification on the date, place and proposed agenda of the Extraordinary General Meeting of Members may be sent by e-mail to the address communicated by the member in writing.

§ 21

Unless the Statutes stipulate otherwise, for its validity, the General Meeting of Members requires the presence of at least half of the members. In case of the

absence of more than half of the members, the General Meeting of Members is adjourned for a definite period, specified in the notification referred to in §19(2) and §20(2). The General Meeting of Members convened after the adjournment is valid irrespective of the number of members present.

§ 22

The competences of the General Meeting of Members include:

- 1) Adopting key directions of development and programme of substantive activity for the term and adopting financial plan of the Association constituting the basis for the preparation of a budget;
- 2) Approving annual report of the Management Board and the Audit Committee and granting vote of approval to members of these bodies;
- 3) Establishing membership fees for ordinary members;
- 4) Granting and terminating honorary membership;
- 5) Adopting the Statutes and amendments thereto;
- 6) Adopting a resolution on the dissolution of the Association;
- 7) Appointing and dismissing members of the Management board, including the President and Vice-Presidents, and members of the Audit Committee;
- 8) Considering appeals from resolutions of the Management Board;
- 9) Adopting internal rules of procedure applicable in the Association;
- 10) Considering matters not reserved for other authorities of the Association;
- 11) Adopting resolutions on any matter entered in the agenda by the Management Board, the Audit Committee or members of the Association, not reserved for other authorities of the Association.

§ 23

1. The Management Board is appointed to direct the entire operation of the Association in accordance with resolutions of the General Meeting of Members and to represent the Association towards third parties.
2. The Management Board comprises from 3 to 9 persons, including the President and Members of the Management Board appointed Vice-Presidents, elected by the General Meeting of Members from among candidates. The Management Board comprises subsequent candidates with the higher number of votes, provided that an absolute majority of votes was cast for a given candidate in a secret voting.
3. When the number of Management Board members decreases during the term, the Management Board has the right to supplement its composition by co-option; however, the number of co-opted persons cannot exceed 1/3 of the number of elected members.
4. Management Board sessions are convened by the President of the Management Board on demand, however at least once per 3 months. Upon the consent of all Members of the Management Board, Management Board sessions may be held without formal convening.
5. The Management Board may also adopt resolutions without holding a meeting, by way of individual voting by particular Members of the Management Board:
 - a. Through means of electronic communication;

b. By circulation.

§ 24

The competences of the Management Board of the Association include:

- 1) Representing the Association and management of its assets;
- 2) Adopting detailed programmes of the Association's activities on the basis of resolutions of the General Meeting of Members;
- 3) Admitting new ordinary and supporting members;
- 4) Deleting and excluding ordinary and supporting members;
- 5) Establishing and liquidating branch and representative offices, by way of a resolution;
- 6) Adopting rules of procedure for branch and representative offices;
- 7) Appointing and dismissing directors of branch and representative offices;
- 8) Concluding and terminating agreements with employees;
- 9) Providing expert, technical and office support for the Association's activities;
- 10) Making and accepting declarations of will on behalf of the Association, in particular with respect to the Association's assets and contracting liabilities;
- 11) Developing rules of procedure for the Association and other internal regulations, and implementing them upon approval by the Audit committee;
- 12) Convening Ordinary and Extraordinary Meetings of Members;
- 13) Appointing Management Board representatives for special tasks;
- 14) Filing motions to the General Meeting of Members;
- 15) Establishing membership fees for supporting members;
- 16) Delegating representatives of the Association to other associations and governmental, local government and non-government organisations.
- 17) Resolutions of the Management Board are adopted by the ordinary majority of votes in the presence of at least half of the Management Board. In the case of equal number of votes, the vote of the President of the Board decides.

§ 25

1. The President or Vice-President of the Board has the right to make and accept declarations of will on behalf of the Association individually.
2. Declarations of will concerning the rights and duties related to the Association's assets require the signature of two Members of the Management Board acting jointly.

§ 26

1. The Audit Committee is appointed to audit the operation of the Association. The audit is carried out at least once per year.
2. The Audit Committee comprises 3 persons, including Chairman and 2 deputies. The Audit Committee comprises subsequent candidates elected by the General Meeting of Members with the higher number of votes, provided that an absolute majority of votes was cast for a given candidate in a secret voting. When the number of Audit Committee members decreases during its term, the Committee has the right to supplement its composition; however, the number of co-opted persons cannot exceed 1/3 of the number of elected members.

3. Members of the Audit Committee cannot be Members of the Management Board or be in affinity or consanguinity of Members of the Management Board or report to the Management Board on account of employment.
4. The competences of the Audit Committee include:
 - a. Supervising the activity of the Association, with particular regard to economic and financial management in terms of its legitimacy, reliability and efficiency as well as compliance with resolutions of the General Meeting;
 - b. Presenting audit reports to the General Meeting of Members;
 - c. The right to request convening the General Meeting of Members and a session of the Management Board;
 - d. Filing motions for a vote of approval for the Management Board;
 - e. Presenting reports on its operations to the General Meeting of Members.
5. To exercise its rights, the Audit Committee has the right to review any and all documents of the Association and request the Members of the Management Board to furnish oral or written explanations.
6. Members of the Audit Committee may participate in Management Board sessions with an advisory vote.
7. Audit Committee sessions are convened on demand by its Chairman.
8. The Audit Committee prepares minutes from its sessions, containing the adopted resolutions. Resolutions are adopted by the ordinary majority of votes. The quorum for adopting resolutions is 2/3 of the Committee.

§ 27

1. The Programme Council comprises at least 5 persons elected by the Management Board.
2. A member of the Programme Council may only be a person with recognised competences and knowledge in the field of renewable energy sources, in particular PV.
3. The Programme Council operates on the basis of these Statutes and rules of procedure of the Programme Council, adopted by the Management Board.
4. The tasks of the Programme Council include:
 - a. Consulting current activities of the Association and the Management Board;
 - b. Advising the Board on general programmes and directions of activity of the Association;
 - c. Initiating new directions of activity of the Association.
5. The Programme Council convenes on demand, however at least once in six months.
6. Resolutions of the Programme Council are adopted by the ordinary majority of votes in the presence of at least half of the Council.
7. Motions and opinions of the Programme Council have no binding power for the Association.

Title V

Assets and funds

§ 28

1. The Association's assets include:
 - a. Donations, heritages and bequests made to the Association;
 - b. Funds from public charity;
 - c. Grants and subsidies;
 - d. Interest on bank accounts and term deposits;
 - e. Membership fees;
 - f. Proceeds on own real property and chattel;
 - g. Proceeds on business.
2. Any and all funds of the Association may be held only on the Association's bank account. The Management Board controls advances to finance current liabilities of the Association.
3. The entire revenue of the Association is allocated to the achievement of statutory tasks.

§ 29

1. The funds and assets of the Association are managed by the Management Board.
2. The Association does not conduct a business.
3. The Association manages its budget and accounting in compliance with statutory regulations.
4. It is forbidden to:
 - a. Grant loans of collaterals from the Association's assets to its members, members of the authorities or employees and persons, to whom the employees are married, in lineal affinity or consanguinity or in collateral affinity or consanguinity within the second degree or are related by adoption, care or guardianship ("close relatives");
 - b. Transfer assets of the Association to members, members of authorities or employees and their close relatives on terms and conditions other than applicable to third parties, in particular where such transfer is made free of charge or on preferential terms and conditions;
 - c. Use the assets for the benefit of members, members of authorities or employees and their close relatives on terms and conditions other than applicable to third parties, unless such use directly stems from a statutory objective of the Association;
 - d. Purchase goods or services on special terms and conditions from entities participated in by members of the Association, members of its authorities or employees, and their close relatives.

§ 29a

Business activity

1. The Association may conduct business in accordance with separate regulations and at a scale serving the pursuit of its statutory objectives.
2. Income from the Association's business is be allocated to financing its statutory activities, covering the Association's internal costs and developing the Association's business.
3. Business management may be entrusted by the Management Board of the Association to one of its members or to a third party.

Title VI

Amendment of the Statutes and dissolution of the Association

§ 30

Amendments to these Statutes may be made only by way of a resolution of the General Meeting of Members adopted by the majority of 2/3 of votes of those present, in the presence of at least half of those eligible to vote.

§ 31

1. The Association may be dissolved by way of a resolution of the General Meeting of Members adopted by the majority of 2/3 of votes, in the presence of at least half of those eligible to vote.
2. Adopting the resolution on dissolution of the Association, the General Meeting of Members allocates the Association's assets.
3. Liquidation of the Association's assets is carried out by its Management Board, and should it prove impossible, a liquidation committee appointed by the General Meeting of Members.
4. Matters concerning the dissolution and liquidation of the Association, not governed by the Statutes, are governed by applicable provisions of Title 5 of the Associations Law of 7 April 1989 (Journal of Laws 1989.20.104 as amended).