

Annex to the Founders' Resolution No. 01/2024

**STATUTES
OF THE ASSOCIATION OF THE POLISH ENAMELING INDUSTRY**

PREAMBLE

The mission of the Association is to integrate the Polish enameling industry, to build and promote a positive image of the enameling industry, its products and community of experts, as well as to establish the closest possible bilateral international cooperation with other enameling associations.

CHAPTER I

General Provisions

§1

1. An association under the name “**STOWARZYSZENIE POLSKIEGO PRZEMYSŁU EMALIERSKIEGO**”, abbreviated as **SPPE**, hereinafter referred to as the “Association”, is hereby established.
2. The English name of SPPE is: “**ASSOCIATION OF THE POLISH ENAMELING INDUSTRY.**”
3. The Association operates within the territory of the Republic of Poland, and its registered seat is the city of Wrocław.
4. The Association may be a member of other domestic or international organizations.
5. The Association is a voluntary, self-governing, permanent organization operating on a non-profit basis.

CHAPTER II

Objectives and Methods of Implementation

§2

1. The objectives of the Association are:
 - a) Integration and activation of the Polish enameling industry;
 - b) Development and enhancement of competencies within the Polish enameling industry;
 - c) Building and promoting a positive image of the enameling industry, its products, and its community of experts;

- d) Promoting the advantages of using enamel coatings in various branches of industry and among consumers through the statutory activities of the Association;
- e) Representing the interests of the enameling industry in relations with public administration authorities;
- f) Representing the interests of the enameling industry in cooperation with other associations in Poland and abroad, as well as with scientific and technical institutions.

2. The objectives referred to in section 1 shall be pursued by the Association through:

- a) Undertaking initiatives for the development of the industry, including organizing conferences, conducting training courses, and holding meetings of specialists and experts;
- b) Promoting enameling as a branch of Polish industry through a website, social media profiles, and publications in professional journals;
- c) Organizing the work of specialist committees and working groups addressing current and significant challenges faced by the enameling industry;
- d) Creating, cataloguing, and making available to members a collection of specialist literature;
- e) Coordinating cooperation between members and scientific and research institutions in order to deepen knowledge and conduct research and development projects;
- f) Creating conditions for meetings of Association members to exchange views, disseminate modern technical knowledge, and share best practices applied in enameling processes;
- g) Cooperation with related domestic, European, and international associations and organizations;
- h) Consulting on legal acts and standards concerning the enameling industry;
- i) Conducting training, conference, exhibition, and publishing activities.

CHAPTER III

Members, Their Rights and Obligations

§3

1. Members of the Association are divided into:
 - a) ordinary members,
 - b) honorary members,
 - c) supporting members, hereinafter referred to as "Partner".
2. *An ordinary member of the Association may be a natural person, both Polish citizens and foreigners, including those not residing in the territory of Poland, who is professionally, scientifically, educationally, implementation-oriented, or promotionally active, or who demonstrates an interest in enameling processes and related processes, and who supports the objectives of the Association.*
3. An honorary member may be a natural person who has made a special contribution to the development of the Association's ideas or has otherwise rendered distinguished service to the development of the enameling industry in Poland.
4. A Partner may be a natural or legal person who supports the implementation of the Association's objectives and tasks financially or in kind and demonstrates an interest in enameling processes and related processes. A legal person acts within the Association through its representative.
5. Ordinary members are admitted by the Management Board on the basis of a submitted membership declaration. The Management Board shall effectively notify the applicant of its decision within 30 days from the date of submission of the membership declaration.
6. Honorary membership is granted by resolution of the General Assembly of Members.
7. It is permissible to combine ordinary membership with honorary membership.
8. Founders become ordinary members of the Association upon its registration.

§4

The rights of members of the Association, depending on the type of membership:

1. Ordinary members have the right to:
 - a) active and passive voting rights to the governing bodies of the Association;

- b) participate in all forms of the Association's activities;
- c) use equipment, materials, publications, and training and scientific assistance serving the statutory objectives of the Association;
- d) use the appropriate title of Association member;
- e) hold a membership card confirming membership;
- f) submit motions and proposals to the Management Board;
- g) submit candidates for honorary membership to the Management Board.

2. Honorary members have the right to:

- a) participate in activities organized by the Association;
- b) use the name and logo of the Association;
- c) access the Association's information sources and documentation;
- d) participate in the General Assembly with an advisory vote expressed during the meeting or submitted in writing to the minutes;
- e) support the objectives and activities of the Association.

3. Supporting members have the right to:

- a) participate in activities organized by the Association;
- b) use the name and logo of the Association;
- c) access the Association's information sources and documentation;
- d) use other assistance and services provided by the Association;
- e) participate in the General Assembly with an advisory vote expressed during the meeting or submitted in writing to the minutes.

§5

1. Ordinary, honorary, and supporting members are obliged to:

- a) care for the good name, development, and property of the Association;
- b) comply with the provisions of the Statutes, regulations, and other resolutions of the Association's authorities;
- c) actively participate in achieving the statutory objectives of the Association;
- d) fulfill obligations undertaken towards the Association.

2. Ordinary and supporting members are also obliged to pay membership fees regularly in accordance with the procedure determined by the General Assembly of Members.
3. Honorary members are exempt from the obligation to pay membership fees.

§6

1. Members of the Management Board and the Audit Committee perform their functions free of charge.
2. The Association covers costs related to representing the Association of the Polish Enameling Industry.

§7

1. Membership in the Association shall cease as a result of:
 - a) voluntary resignation submitted in writing to the Management Board;
 - b) death of the member;
 - c) removal from the list of members by resolution of the Management Board due to actions detrimental to the Association;
 - d) removal from the list of members by resolution of the Management Board in the event of failure to pay membership fees for a period of 12 months, despite two written reminders from the Management Board.
2. A member has the right to appeal against a resolution on removal or exclusion to the General Assembly within 30 days from the date of becoming aware of the decision. The appeal shall be considered at the next General Assembly of Members.
3. An honorary member may be deprived of this title by a decision of the General Assembly of Members.

CHAPTER IV

Authorities of the Association

§8

1. The authorities of the Association are:
 - a) the General Assembly of Members as the supreme authority of the Association;
 - b) the Management Board, consisting of the President and three Vice Presidents;
 - c) the Audit Committee as the supervisory body, consisting of a Chairperson and two Members.
2. The term of office of the Management Board and the Audit Committee is three years. After the expiration of the term, members shall perform their duties until the new authorities are constituted.
3. In the event of resignation of members during the term, the authorities may co-opt new members. The number of co-opted members may not exceed one third of the elected members.

General Assembly of Members

§9

1. The General Assembly of Members or the Extraordinary General Assembly of Members is the supreme authority of the Association. Ordinary members participate with voting rights.
2. The General Assembly of Members is held at least once a year and is convened by the Management Board.
3. An Extraordinary General Assembly shall be convened upon a written request submitted by at least 33% of the total number of members. It must be convened within one month from the date of submission of the request.
4. Members shall be notified of the date of the General Assembly at least two weeks in advance, in writing or by electronic mail to the address provided by the member. The notice shall include a detailed agenda and draft resolutions.
5. The General Assembly may adopt resolutions if more than 50% of members are present at the first meeting. At the second meeting, held half an hour later, resolutions may be adopted regardless of the number of members present. Resolutions are adopted by an absolute majority of votes (50% + 1) of those present and voting.

6. The General Assembly is chaired by the President, another member of the Management Board, or another member of the Association elected for this purpose.
7. The competences of the General Assembly include:
 - a) electing the Management Board and the Audit Committee by secret ballot, except for the first Board and Audit Committee appointed by the Founders' Meeting;
 - b) adopting the action program, financial policy principles, strategy, and task implementation plan for a given calendar year;
 - c) adopting the budget, including membership fees, and determining financial and economic policy;
 - d) approving reports of the Management Board and the Audit Committee;
 - e) adopting resolutions on motions submitted in writing before the meeting;
 - f) determining the amount of membership fees;
 - g) considering appeals against decisions of the Management Board;
 - h) adopting a resolution on dissolution of the Association and appointing liquidators;
 - i) deciding on the distribution of assets in the event of dissolution;
 - j) granting discharge to members of the Management Board and the Audit Committee;
 - k) deciding on the establishment of or accession to domestic and foreign associations;
 - l) granting and revoking honorary membership upon the motion of the Management Board;
 - m) adopting amendments to the Statutes and internal regulations.
8. Resolutions are adopted by open vote, except as provided in section 7(a).
9. Each ordinary member has one vote at the General Assembly.
10. Minutes shall be drawn up from the proceedings of the General Assembly, including the date and place, agenda, content of resolutions, and number of votes cast. The Chairperson signs the minutes and attaches the attendance list or a note on remote voting.
11. A copy of the minutes shall be promptly sent by the President to all members absent from the General Assembly.

Management Board

§10

1. The scope of activities of the Management Board includes:
 - a) representing the Association;
 - b) managing the Association in accordance with the Statutes and resolutions of the General Assembly;
 - c) submitting activity reports;
 - d) managing the assets and financial activities of the Association;
 - e) implementing the budget adopted by the General Assembly;
 - f) considering motions of ordinary members and recommendations of the Audit Committee;
 - g) convening ordinary and extraordinary General Assemblies;
 - h) admitting and excluding members.
2. The Management Board operates on the basis of the Statutes approved by the General Assembly.
3. The President directs the work of the Management Board and performs tasks reserved in the Statutes.
4. Resolutions of the Management Board are adopted by a simple majority of votes; in the event of a tie, the President's vote is decisive.
5. Two members of the Management Board acting jointly are authorized to represent the Association, including to incur financial obligations, conclude agreements, grant powers of attorney, and make declarations of intent.
6. Meetings of the Management Board are convened by the President as needed, but not less frequently than once every six months. Minutes are drawn up. Meetings may also be held via electronic communication enabling two-way communication.

Audit Committee

§11

1. The Audit Committee is a collegiate body of internal control and supervision over the statutory activities of the Association, independent of and not subordinate to the Management Board.
2. The Audit Committee is appointed from among ordinary members of the Association.
3. The Audit Committee consists of three persons: a Chairperson and two Members, elected from among themselves.
4. The duties of the Audit Committee include:
 - a) conducting at least one annual review of the Association's activities in terms of purposefulness, correctness, and compliance with law, the Statutes, and resolutions of the General Assembly;
 - b) reviewing the financial and economic activities of the Association;
 - c) submitting recommendations to the Management Board and the General Assembly;
 - d) submitting a motion for granting discharge to the outgoing Management Board.

CHAPTER V

Assets of the Association

§12

1. The assets of the Association consist of:
 - a) membership fees and other financial contributions from members, e.g. collections for ad hoc financial purposes;
 - b) donations, inheritances, and bequests;
 - c) grants and subsidies from public and private funds;
 - d) public collections;
 - e) other sources permitted by law.

CHAPTER VI

Amendment of the Statutes and Dissolution of the Association

§13

1. Amendments to the Statutes require a resolution of the General Assembly of Members. Proposed amendments must be included in the agenda and communicated to members together with the notice of the General Assembly.
2. A motion to dissolve the Association may be considered by the General Assembly convened no earlier than twelve weeks after submission of the motion to the Management Board by at least half of the members.
3. Dissolution of the Association requires a resolution adopted by a two-thirds majority of votes, in the presence of at least three-quarters of the total number of members.
4. Assets remaining after liquidation shall be allocated to purposes consistent with the objectives of the Association. The General Assembly shall decide on this prior to dissolution and shall appoint a seven-member Liquidation Committee.

Komitet Założycielski:

Kamila Leżak
Dariusz Gorączka
Bogdan Piechota
Arkadiusz Ptak
Tomasz Sosnowski
Stefan Momot
Joanna Cybulska- Serafin

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