

**THE STATUTE
OF THE CHAMBER OF DIGITAL ECONOMY**

**CHAPTER I
GENERAL PROVISIONS**

Article 1

1. **The Chamber of Digital Economy** (hereinafter referred to as “**e-Chamber**”) is an organisation of economic self-government representing the commercial interests of its member entrepreneurs, in particular in their relations with public authorities.
2. The name of the e-Chamber in the English language is the Chamber of Digital Economy.
3. the e-Chamber has legal personality and operates on the basis of the Act of May 30, 1989, on Chambers of Commerce (i.e. Journal of Laws of 2019, item no. 579, as amended) and the provisions of this statute, hereinafter referred to as “the Statute”).
4. the e-Chamber brings together national entities engaged in business activities using IT solutions and information and communication networks, in particular the Internet, consisting in e-commerce (i.e. sale of goods and services on the basis of agreements concluded without the simultaneous presence of both parties and using electronic means of distance communication) or provision of services with electronic means (i.e. at a distance, using electronic devices, at the individual request of the recipient of the service, including services that are not paid for by those who receive them, such as services consisting in offering information *online*). Furthermore, the e-Chamber brings together national operators engaged in the provision of IT solutions (i.e. services and products) dedicated directly to the activities indicated in the first sentence above. Foreign entrepreneurs conducting their business in the area described above in the form of a branch operating in the territory of the Republic of Poland shall also be deemed to be national entities; as far as such entrepreneurs are concerned, whenever the Statute refers to the economic activity of a Member of the e-Chamber (Article 5 Section 1, Article 7 Section 1 Item b, Article 8 Section 3), only the economic activity conducted in the territory of the Republic of Poland is taken into account, subject to Article 6 Section 3 of the Statute, which refers to all business activities of foreign entrepreneurs whose branches are Members of the e-Chamber.
5. The e-Chamber may establish cooperation with foreign entities conducting the activities described in Section 4 of this Article, as well as with entities conducting business activities consisting in providing services directly supporting the activities described in Section 4 of this Article and providing IT solutions supporting such activities.
6. The e-Chamber may enter into cooperation with national and foreign non-business organisations whose statutory activities relate to the area of digital economy and whose objectives are similar to those of the e-Chamber.
7. The entities indicated in Sections 5 and 6 of this Article may, in particular, become Partners of the e-Chamber.

Article 2

1. The seat of the e-Chamber is the city of Warsaw.
2. The e-Chamber operates in the territory of the Republic of Poland.
3. The e-Chamber may establish its offices, representative offices, branches, other establishments, and subsidiaries in accordance with the applicable legislation.
4. The e-Chamber may be a member and founder of national and foreign organisations with a scope of activity similar to that of the e-Chamber.

Article 3

1. The e-Chamber may conduct business activities domestically and internationally in accordance with the applicable legislation.
2. The income gained through the e-Chamber's business activities is used to achieve its statutory objectives and may not be distributed to Members of the e-Chamber.

Article 4

The e-Chamber may perform certain tasks reserved by law for the state administration if they are entrusted to it, at its request or with its consent, by order of the Council of Ministers.

CHAPTER II

TASKS OF THE E-CHAMBER AND WAYS OF ACHIEVING THEM

Article 5

1. The basic objective of the e-Chamber is to operate towards the development of the Polish market of digital economy and the popularisation of broadly understood information society services, in particular through the cooperation of the e-Chamber with external entities, as well as the representation of the interests of Members of the e-Chamber related to their activities described in Article 1 Section 4 in dialogue with institutions of the Polish governmental and self-governmental administration, the European Union, and non-governmental organisations at home and abroad.
2. The essential aims and objectives of the e-Chamber are as follows:
 - a) to represent the interests of Members of the e-Chamber in relation to their activities described in Article 1 Section 4 and other entities related to digital economy before governmental and local self-government authorities, national and foreign socio-professional organisations, and other entities,
 - b) to engage in legislative processes in areas directly or indirectly related to the digital economy market,
 - c) to undertake action to promote and support initiatives for the use of technological, information, and communication (ICT) innovations in various spheres of economic and social life,
 - d) to conduct activities which involve disseminating information, conducting research, providing training, and publishing resources,

- e) to support business development in the digital economy sector,
 - f) to issue opinions on existing practices within the digital economy market,
 - g) to delegate its representatives at the invitation of state authorities to participate in the work of advisory and consultative bodies,
 - h) to shape and disseminate business ethics,
 - i) to provide organisational support for the operation of an arbitration tribunal attached to the e-Chamber,
 - j) to perform other tasks arising from the Act of May 30, 1989, on Chambers of Commerce and the decisions of the statutory bodies of the e-Chamber.
3. The e-Chamber performs the statutory tasks indicated above by means including the following:
- a) disseminating information on ongoing legislative initiatives in Poland and the European Union,
 - b) initiating the development of new solutions and legislation, as well as providing opinions and participating in consultations on planned and existing regulations,
 - c) dissemination of knowledge of the information society and digital economy services,
 - d) conducting research and drawing up opinions, reports, and analyses as well as issuing publications,
 - e) organising training, meetings, industry conferences, and other educational and dissemination-related initiatives for the development of digital economy,
 - f) working with governmental and local authorities on the development of digital economy,
 - g) cooperating and exchanging experience with milieus, organisations, and institutions (operating in the areas of education, science, culture, economy, mass media, etc.), as well as entities operating in Poland and abroad, including other chambers of commerce, with respect to issues converging with the objectives of the e-Chamber,
 - h) appointing e-Chamber experts on areas related to digital economy,
 - i) creating an environment conducive to the development of interests and the implementation of projects related to IT, as well as promoting activities aimed at professional and social activation with the use of new technologies,
 - j) facilitating entrepreneurs' and internet users' access to legal advice on digital economy.

CHAPTER III

MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

Article 6

1. The entities specified in Article 1 Section 4 may become Members of the e-Chamber.
2. The entities specified in Article 1 Sections 5 and 6 may be granted the status of a Partner of the e-Chamber.
3. Candidates for Members and Partners of the e-Chamber, as well as Members and Partners of the e-Chamber, should conduct their business activities in an ethical manner and compliance with European Union law and national legislation and, in particular, respect fundamental human rights and freedoms.

Article 7

1. Members of the e-Chamber are entitled to:
 - a) participate in the General Assembly, also for the purpose of the election of Members of the Council of the e-Chamber in accordance with the procedure provided for in the Statute,
 - b) participate in all forms of e-Chamber's activities directly related to the scope of the business activity of the Member of the e-Chamber concerned,
 - c) make use of all forms of assistance provided by the e-Chamber,
 - d) express their opinion on the activities undertaken by the e-Chamber,
 - e) request that the Tribunal of the e-Chamber consider a case or issue an opinion on a case,
 - f) access information and resources produced or obtained by the e-Chamber,
 - g) make proposals for the operation of the e-Chamber.
2. A Member of the e-Chamber has the obligation to:
 - a) comply with the provisions of the Statute and the regulations adopted by the e-Chamber, in particular the Code of Ethics for Members of the e-Chamber and Rules of Procedure,
 - b) contribute to the execution of the e-Chamber's statutory objectives and tasks,
 - c) observe the principles of professional ethics and good conduct,
 - d) uphold the good name of the e-Chamber with their actions and attitudes,
 - e) timely pay their membership fees and other dues to the e-Chamber,
 - f) provide the e-Chamber with necessary information about it for the proper operation of the e-Chamber, including its current mailing address and e-mail address, as well as update the data constituting the basis for the qualification of the Member of the e-Chamber concerned to a Theme-Specific Group.

Article 8

1. Each Member of the e-Chamber belongs to one Theme-Specific Group.
2. The following Theme-Specific Groups operate within the e-Chamber:
 - a) "**Online Stores**", which includes websites engaged in digital retail activity,
 - b) "**E-commerce Platforms**", which include operators of websites – online platforms that provide tools for concluding agreements *online* and organise the mode for concluding such agreements, price comparison websites, and classifieds portals,
 - c) "**Online Payments**", which includes operators of electronic payment intermediary platforms and entities providing e-banking services,
 - d) "**Digital content**", which includes websites enabling *online* acquisition of IT products and digital works such as audiobooks and e-books, Video-on-Demand services or those enabling access to such products and works; this Group does not include *online* game operators,
 - e) "**IT**", which includes entities that provide IT solutions (i.e. services and products) dedicated directly to the performance of the activities described in Article 1 Second 4, sentence 1,
 - f) "**Information Society Services**", which includes Members of the e-Chamber whose core activities in the field described in Article 1 Section 4 are different from those indicated for other Theme-Specific Groups.

3. The Management Board qualifies a Member of the e-Chamber for a given Theme-Specific Group on the basis of the Member of the e-Chamber's declaration. In the declaration, the Member of the e-Chamber should indicate which Theme-Specific Group's scope is closest to the core activities of that Member of the e-Chamber falling within the scope described in Article 1 Section 4. In the event of a change, the Member of the e-Chamber should submit a declaration updating its choice of the Theme-Specific Group. On this basis, within 7 days, the Management Board qualifies the Member of the e-Chamber in question for another Theme-Specific Group. The decision of the Management Board to refuse a reclassification requires a statement of reasons. Within 7 days from the date of delivery of the decision to refuse reclassification along with a statement of reasons, the Member of the e-Chamber may lodge an appeal with the Tribunal of the e-Chamber. The Tribunal of the e-Chamber hears the appeal within 30 days. Until the date on which the decision of the Management Board becomes final, or the date on which the Tribunal of the e-Chamber considers the appeal, the Member of the e-Chamber remains in its current Theme-Specific Group.

Article 9

1. Admission as a Member of the e-Chamber is decided by the Management Board after consideration of the candidate's application.
2. In order to apply, the candidate should submit a membership declaration in the form prescribed by resolution of the Management Board, including a commitment to accept the obligations of a Member of the e-Chamber and to pay the membership fee in the amount determined by the Council of the e-Chamber in a relevant resolution, along with a completed information form including, in particular, its choice of a Theme-Specific Group and the documents required by the e-Chamber to prove that the statutory requirements are met and that the data provided in the information form is correct.
3. In order to consider an application and conduct a proper assessment thereof, the Management Board may request the candidate to furnish additional information or documents within a specific time frame.
4. Following the examination of the candidate's application and its formal review, in particular with regard to the fulfilment of the statutory requirements, the Management Board adopts a resolution on the candidate's application. In its resolution, the Management Board either refuses to admit the candidate in question as a Member of the e-Chamber or issues a promise of admission of the candidate in question as a Member of the e-Chamber subject to the candidate's payment of the membership fee for the first period of its membership in the amount set by the Council of the e-Chamber in a relevant resolution.
5. The promise referred to in Section 4 above indicates the bank account to which the candidate should pay the membership fee for its first membership period and the date by which the payment must be made. Nonetheless, the time frame for payment must not be shorter than 14 days from the date of delivery of the promise to the candidate. If the candidate fails to pay its membership fee in the amount and within the time frame specified in the preceding sentence, the promise expires.
6. Once the candidate has paid the membership fee in accordance with Section 5 above, the Management Board passes a resolution to accept the candidate in question as a Member of the e-Chamber.
7. The decision on acceptance or refusal of acceptance as a Member of the e-Chamber and the promise are delivered to the candidate as soon as they have been made.
8. A decision to refuse admission as a Member of the e-Chamber must be justified.
9. Within 7 days from the date of service of the decision to refuse admission along with a statement of reasons, the candidate may lodge an appeal with the Tribunal of the e-Chamber. The Tribunal

of the e-Chamber hears the appeal and issues its decision within 30 days. The decision of the Tribunal of the e-Chamber is final. In the event that the candidate's appeal is upheld by the Tribunal of the e-Chamber, the Management Board immediately adopts a resolution issuing the promise referred to in Section 4 above. The provisions of Sections 5 and 6 are applicable.

10. Admission as a Member of the e-Chamber takes place upon delivery of the Management Board's decision to this effect.

Article 10

1. Membership of the e-Chamber ceases as a result of the following:
 - a) receipt by the Management Board of a written resignation of a Member of the e-Chamber,
 - b) the loss of full legal capacity by a Member of the e-Chamber who is a natural person or his/her death, as from the date of such loss or death,
 - c) the dissolution of a Member of the e-Chamber who is a legal person or an organisational unit without legal personality which may acquire rights and incur obligations on its behalf, as of the date of dissolution,
 - d) exclusion from the e-Chamber on the basis of a valid resolution of the Management Board adopted in one or more of the following cases:
 - i) a flagrant or persistent breach by a Member of the e-Chamber, despite a call by the Management Board to cease the breach, of the provisions of the Statute or regulations adopted by the e-Chamber, in particular, the Code of Ethics for Members of the e-Chamber and the Rules of Procedure, subject to Sub-item iii,
 - ii) a Member of the e-Chamber's losing the statutory prerequisites for its acceptance as a Member of the e-Chamber,
 - iii) a Member of the e-Chamber being in arrears with the payment of the membership fee for over 6 months.
2. In the event that a Member of the e-Chamber is in arrears with payment of the membership fee or any part thereof, the Member of the e-Chamber concerned becomes automatically suspended from the rights referred to in Article 7 Section 1 Items a, b, and f of the Statute, starting from the day following the due date for payment of the fee which has not been paid in full on time, until the arrears are fully settled.
3. In the event that a Member of the e-Chamber is in arrears with the payment of its membership fee, the Management Board calls upon the Member of the e-Chamber concerned to make the payment. If this call is not fully complied with within not less than 7 days, the Management Board issues a new call for payment. In the event that, after the lapse of 7 days from the receipt of the renewed call for payment, the Member of the e-Chamber continues to be in arrears with the payment of even a part of the membership fee, the Management Board suspends the Member of the e-Chamber in its remaining right, i.e. other rights than those indicated in the provision of the Section above, until the arrears are fully settled, which does not exclude the adoption of a resolution by the Management Board in the case indicated in Section 1 Item d Sub-item iii of this Article.
4. The decision on exclusion from the e-Chamber, along with a statement of reasons, is served on the Member of the e-Chamber immediately after it has been made.
5. Within 14 days from the date of delivery of the decision on exclusion from the e-Chamber along with a statement of reasons, the Member of the e-Chamber concerned may lodge an appeal with the Tribunal of the e-Chamber. The Tribunal of the e-Chamber hears the appeal within 30 days. The decision of the Tribunal of the e-Chamber is final.

Article 11

1. The decision to grant the status of a Partner of the e-Chamber is taken by the Management Board on the basis of the candidate's application, its declaration of support for the e-Chamber in achieving its statutory objectives, and the partnership agreement.
2. In order to apply, the candidate should submit a Partner's declaration in the form prescribed by resolution of the Management Board, which includes a commitment to accept the obligations of a Partner of the e-Chamber and to pay the partnership fee in the amount determined by the Management Board, along with the documents required by the e-Chamber to prove that the statutory requirements are met and that the data provided in the form is correct.
3. In order to review the application and assess it properly, the Management Board may ask the candidate to furnish additional information or documents within a specific time frame.
4. Following the examination of the candidate's application and its formal review, in particular with regard to the fulfilment of the statutory requirements, the Management Board adopts a resolution on the candidate's application. In its resolution, the Management Board either refuses to grant a Partner's status to a given candidate or issues a promise to grant the candidate in question the status of a Partner of the e-Chamber, subject to payment of the partnership fee for the first partnership period in the amount determined by the Management Board.
5. The promise referred to in Section 4 above indicates the bank account to which the candidate should pay the partnership fee for the first partnership period and the date by which the payment must be made. Nonetheless, the time frame for payment must not be shorter than 14 days from the date of delivery of the promise to the candidate. If the candidate fails to pay the partnership fee in the amount and within the time frame specified in the previous sentence, the promise expires.
6. After the candidate has paid the partnership fee in accordance with Section 5 above, the Management Board adopts a resolution to grant the candidate the status of a Partner of the e-Chamber.
7. The decision to grant or refuse the status of a Partner of the e-Chamber and the promise are served on the candidate immediately after it has been made.
8. The decision to refuse the status of a Partner of the e-Chamber must be justified.
9. Within 7 days from the date of delivery of the decision to refuse the status of a Partner of the e-Chamber along with a statement of reasons, the candidate may lodge an appeal with the Tribunal of the e-Chamber. The Tribunal of the e-Chamber hears the appeal and issues its decision within 30 days. The decision of the Tribunal of the e-Chamber is final. In the event that the candidate's appeal is upheld by the Tribunal of the e-Chamber, the Management Board immediately adopts a resolution issuing the promise referred to in Section 4 above. The provisions of Sections 5 and 6 are applicable.
10. The status of a Partner of the e-Chamber is obtained upon the signing of a partnership agreement between the respective Partner and the e-Chamber. A prerequisite for the signing of this agreement is that the Management Board has first issued a resolution granting the status of a Partner of the e-Chamber to the candidate.
11. The Partner may actively participate in the activities of the e-Chamber and express its opinions on matters pertaining to the scope of the e-Chamber's activities, as well as participate in debates held during the General Assembly of the e-Chamber. Partners are informed of the date and venue of the General Assembly meetings in the same way as the Members of the e-Chamber.
12. The loss of the status of a Partner of the e-Chamber occurs as a result of:
 - a) receipt by the Management Board of a written resignation of a Partner of the e-Chamber,
 - b) the loss of full legal capacity by a Partner of the e-Chamber who is a natural person or his/her

- death, as from the date of such loss or death,
- c) the dissolution of a Partner of the e-Chamber who is a legal person or an organisational unit without legal personality which may acquire rights and incur obligations on its behalf, as of the date of dissolution,
 - d) the decision of the Management Board to terminate the status of a Partner of the e-Chamber, taken in particular in cases:
 - i) of a flagrant or persistent breach by a Partner of the e-Chamber, despite a call by the Management Board to cease the breach, of the provisions of the Statute or regulations adopted by the e-Chamber, in particular the Rules of Procedure, subject to Sub-item iii,
 - ii) where the Partner of the e-Chamber loses the statutory prerequisites for becoming a Partner of the e-Chamber,
 - iii) where a Partner of the e-Chamber is in arrears with the payment of the partnership fee for over 6 months.

CHAPTER IV BODIES OF THE E-CHAMBER

Article 12

The Bodies of the e-Chamber are as follows:

- a) General Assembly of Members of the e-Chamber,
- b) Council of the e-Chamber,
- c) Management Board,
- d) Tribunal of the e-Chamber.

GENERAL ASSEMBLY OF MEMBERS OF THE E-CHAMBER

Article 13

1. The highest authority of e-Chamber is the General Assembly of Members of the e-Chamber, hereinafter referred to as the "**General Assembly**".
2. The powers of the General Assembly, in addition to other matters reserved by the Statute, include the following:
 - a) adopting amendments to the Statute,
 - b) adopting the Rules of Procedure of the General Assembly,
 - c) approving the Rules of Procedure of the Council of the e-Chamber and the Tribunal of the e-Chamber, and approving the granting of remuneration to Members of the Council of the e-Chamber for their participation in its operations and the amount of such remuneration,
 - d) approving the reports on the activities of the Council of the e-Chamber, the Management Board, and the Tribunal of the e-Chamber,
 - e) approving the e-Chamber's financial statements,
 - f) discharging Members of the Council of the e-Chamber and the Management Board,

- g) appointing and dismissing Members of the Council of the e-Chamber; establishing the number of Members of the Council of the e-Chamber for a given term of office within the limits set by the Statute,
- h) setting directions for the e-Chamber's operation,
- i) establishing arbitration courts at the e-Chamber; adopting and amending the rules of procedure of these courts,
- j) deciding (including granting consent) on the sale and lease of an enterprise or an organised part thereof and on the establishment of a limited right in rem thereon.

Article 14

1. Each Member of the e-Chamber has one vote in the General Assembly.
2. Members of the e-Chamber who are not natural persons are represented at the General Assembly by their representatives.
3. The General Assembly is valid irrespective of the number of Members of the e-Chamber present, subject to the adoption of resolutions for which the Statute provides for a specific quorum. If the General Assembly is unable to pass a resolution due to the lack of a quorum as defined in the Statute, a resolution on the subject may be passed in the next General Assembly regardless of the number of Members of the e-Chamber present.
4. Unless the Statute provides otherwise, resolutions of the General Assembly are adopted by a simple majority. Resolutions are adopted by open ballot, with the exception of voting on resolutions on the appointment and dismissal of Members of the Council of the e-Chamber, the liquidator, the Chairperson of the General Assembly, and the granting of discharge to Members of the e-Chamber bodies.
5. A resolution adopted by the General Assembly may be amended or repealed by a resolution of the General Assembly, provided that the resolution has not produced non-reversible effects, unless the repeal or amendment of the resolution is to produce effects only for the future.
6. A Member of the e-Chamber may not, either personally or by proxy or as a proxy of another person, vote on resolutions concerning its liability to the e-Chamber on any account, including discharge, release from liability to the e-Chamber, and a dispute between it and the e-Chamber. A representative of a Member of the e-Chamber, including its proxy, may not vote on resolutions concerning its liability to the e-Chamber on any account, including discharge, release from liability to the e-Chamber, and a dispute between it and the e-Chamber.

Article 15

1. A General Assembly may be Annual or Extraordinary.
2. An Annual General Assembly should be held within six months after the end of each financial year.
3. The subject of the Annual General Assembly is, in particular:
 - a) consideration and approval of the reports on the activities of the Council of the e-Chamber, the Management Board, and the Tribunal of the e-Chamber for the previous financial year,
 - b) approval of the e-Chamber's financial statements for the previous financial year,
 - c) discharge of Members of the Council of the e-Chamber and the Management Board.
4. A General Assembly is convened by the Management Board on its own initiative, at the request of the Council of the e-Chamber, or at a written request of at least 10% of the Members of the e-Chamber. A request for a General Assembly furnished to the Management Board should be

made in writing or electronically and include an agenda.

5. A General Assembly should be convened for a date falling no later than 60 days after the receipt of the request for its convening.
6. In the event that the Management Board does not convene a General Assembly within the time frame specified in Section 5 of this Article, the applicant (applicants, in the case of Members of the e-Chamber) may convene the General Assembly with the requested agenda.

Article 16

1. General Assemblies are held in Warsaw. The venues of General Assemblies are determined by the Management Board of the e-Chamber or by the entity authorised to convene a given General Assembly. General Assemblies facilitated by means of direct remote communication may also be held in another place in Poland, designated by the Management Board of the e-Chamber and indicated in the invitation referred to in Section 3 below, provided that no Member of the e-Chamber raises an objection.
2. General Assemblies are convened by registered letters or by electronic correspondence sent to the last e-mail addresses provided by Members of the e-Chamber sent at least 21 days prior to the date of the General Assembly to be held and, in addition, by posting the invitation on the e-Chamber website within this time frame. Members of the e-Chamber are notified by registered mail (instead of electronic correspondence) if they make a written request to this effect.
3. The invitation should indicate the day, time, and venue of the General Assembly, along with a detailed agenda.
4. Detailed rules for the operation of the General Assembly, including the rules for the cancellation, postponement, and rescheduling thereof, are set out in the Rules of Procedure of the General Assembly.

Article 16¹

1. The subject of resolutions of a General Assembly may only be the matters included in the agenda indicated in the invitation unless all Members of the e-Chamber are present or represented at the General Assembly and none of them has objected to the extension of the agenda.
2. The Council of the e-Chamber or a group of at least 10% of the total number of Members of the e-Chamber may request the inclusion of specific matters on the agenda of the next General Assembly. The request should be furnished to the Management Board of the e-Chamber no later than 10 days prior to the scheduled date of the General Assembly. A request submitted after the elapse of this time frame will be treated as a request to convene an Extraordinary General Assembly.
3. The request should include a justification, or a draft resolution concerning the proposed agenda item and should be submitted to the Management Board of the e-Chamber in writing or by electronic means. The Council of the e-Chamber makes the request through its Chairperson on the basis of a resolution of the Council of the e-Chamber. Members of the e-Chamber make the request through their duly authorised representative(s), or each individually.
4. The Management Board of the e-Chamber is obliged to immediately, but no later than 5 days prior to the date of the General Assembly, amend the agenda introduced at the request of the Council of the e-Chamber or the Members of the e-Chamber and notify the Members of the e-Chamber thereof. Notice is given in the same manner as the convening of a General Assembly.
5. The General Assembly may adopt the proposed agenda unchanged, change the order of matters to be considered, or remove certain matters from the agenda.
6. A Member of the e-Chamber is entitled, until the conclusion of the discussion of an agenda item, to propose amendments to the content of the draft resolution proposed for adoption by the

General Assembly. Detailed rules on the procedure for amendments to the content of draft resolutions are laid down in the Rules of Procedure of the General Assembly.

Article 16²

1. A Member of the e-Chamber may attend the General Assembly and exercise its voting rights in person or by proxy.
2. Members of the e-Chamber, where provided for in the Rules of Procedure of the General Assembly, may participate in the General Assembly by means of electronic communication, which includes real-time transmission of the proceedings, real-time two-way communication whereby the participants in the General Assembly may express themselves in the course of the proceedings while in a place other than the venue of the meeting, and the exercise of voting rights.
3. Detailed rules for participation in the General Assembly and the exercise of voting rights by proxy and for participation in the General Assembly by means of electronic communication are laid down in the Rules of Procedure of the General Assembly.

Article 16³

Members of the e-Chamber may vote on resolutions by correspondence (postal method). Detailed rules for voting by correspondence are laid down in the Rules of Procedure of the General Assembly.

Article 16⁴

1. The organisation of the General Assembly is ensured by the Management Board of the e-Chamber.
2. The proceedings of the General Assembly are conducted by the Chairperson of the General Assembly in accordance with the adopted agenda, legal provisions, the Statute, and the Rules of Procedure of the General Assembly. The tasks of the Chairperson include, in particular, ascertaining that the General Assembly has been duly convened, ensuring the proper and efficient conduct of the meeting, and respecting the rights and interests of all Members of the e-Chamber, including preventing the abuse of rights by participants in the General Assembly, granting the floor, ensuring that the meeting proceeds in a businesslike manner, resolving procedural doubts, issuing procedural orders, submitting a motion to change the order of consideration of the items on the agenda or to remove an item from the agenda, ordering voting, and announcing a break in the meeting. A participant in the General Assembly has the right to object to the decision of the Chairperson of the General Assembly. In the event of an objection, the General Assembly decides by resolution to either uphold or overturn the decision of the Chairperson.
3. Written minutes of the General Assembly are taken. The minutes are signed by the Chairperson of the General Assembly and by the minute-taker if appointed by the Chairperson.
4. The proceedings may be recorded in whole or in part using audiovisual techniques. A decision to this effect is taken by the Management Board of the e-Chamber on its initiative, at the request of the Council of the e-Chamber or a group of at least 20% of the total number of Members of the e-Chamber, submitted in written or electronic form at least 10 days before the date of the General Assembly.
5. Detailed rules on the organisation and manner of operation of the General Assembly are laid down in the Rules of Procedure of the General Assembly.
6. All matters concerning the proceedings of the General Assembly which are not regulated by the Statute, or the Rules of Procedure of the General Assembly are decided by the participants

in the General Assembly by means of voting.

COUNCIL OF THE E-CHAMBER

Article 17

1. The Council of the e-Chamber consists of 6 (six) to 15 (fifteen) Members appointed by the General Assembly.
2. The Council of the e-Chamber elects from among its Members the Chairperson of the Council of the e-Chamber and two Vice-Chairpersons of the Council of the e-Chamber. The detailed competencies of the Chairperson and the Vice-Chairpersons of the Council of the e-Chamber are laid down in the Rules of Procedure of the Council of the e-Chamber.
3. Members of the Council of the e-Chamber must be natural persons who are Members of the bodies of a given Member of the e-Chamber or who, on the basis of employment, contract of mandate, or any other legal relationship, perform work or provide services to the Member of the e-Chamber concerned on a permanent basis.
4. Members of the Council of the e-Chamber, subject to Section 5 of this Article, may not be Members of the Management Board or the Tribunal of the e-Chamber.
5. The Council of the e-Chamber, for valid reasons, may appoint its Member for a definite period not exceeding 1 year and with the consent of that Member, to act as a Member of the Management Board. The rights and duties of a Member of the Council of the e-Chamber are suspended for the duration of the appointment. Such an appointment cannot take place if it would result in the number of full Members of the Council of the e-Chamber decreasing to fewer than 5 (five).
6. A Member of the e-Chamber is obliged to inform the Chairperson of the Council of the e-Chamber of the termination of the affiliation of a Member of the Council of the e-Chamber referred to in Section 3 above within 7 days of becoming aware of this circumstance.
7. Only one person affiliated with a given Member of the e-Chamber in the manner set out in Article 17 Section 3 of the Statute may serve on the Council of the e-Chamber at a time. A Member of the Council of the e-Chamber may be affiliated in the manner set out in Article 17 Section 3 of the Statute only to one Member of the e-Chamber.
8. In the event that, for any factual or legal reason, two or more Members affiliated with one Member of the e-Chamber remain on the Council of the e-Chamber in the manner set out in Article 17 Section 3 of the Statute, the Member of the e-Chamber concerned is obliged, within one month of the occurrence of that event, to indicate to the Council of the e-Chamber the person who will continue to serve on the Council of the e-Chamber. If a Member of the e-Chamber does not indicate the person to remain on the Council of the e-Chamber within one month of the occurrence of this event, the person to remain on the Council is selected by the Council of the e-Chamber.

Article 18

1. The Council of the e-Chamber is appointed for a joint three (3) year term of office. The term of office is calculated in full financial years.
2. The termination of the mandate of a Member of the Council of the e-Chamber takes place:
 - a) on the date of the General Assembly approving the financial statement of the e-Chamber for the last full financial year in office,
 - b) at the same time as the expiry of the mandates of the other Members of the Council of the

- e-Chamber – for
a Member of the Council of the e-Chamber appointed before the end of the term of office,
- c) due to death, resignation, or dismissal from the Council of the e-Chamber,
 - d) as soon as the membership in the e-Chamber of the Member of the e-Chamber with whom the respective Member of the Council of the e-Chamber is affiliated within the meaning of Article 17, Section 3 of the Statute ceases,
 - e) as soon as the Chairperson of the Council of the e-Chamber becomes aware that the affiliation of the Member of the Council of the e-Chamber referred to in Article 17, Section 3 of the Statute has ceased.
 - f) with the election of a Member of the Council of the e-Chamber as a Member of the Tribunal of the e-Chamber or as a Member of the Management Board of the e-Chamber, provided that the Member of the Council of the e-Chamber has given its consent to its candidacy prior to the election, and in the case of an election without the prior consent of the Member of the Council of the e-Chamber, upon its consent to the election.
3. As soon as the Chairperson of the Council of the e-Chamber has received the information referred to in Article 17, Section 8 of the Statute, the mandates of the Members of the Council of the e-Chamber affiliated with the Member of the e-Chamber concerned in the manner described in Article 17, Section 3 of the Statute who have not been designated by the Member of the e-Chamber concerned or the Council of the e-Chamber in accordance with Article 17, Section 8 of the Statute, expire.
 4. Resignation as a Member of the Council of the e-Chamber must be submitted in writing under pain of invalidity, addressed to the e-Chamber and forwarded to the address of the e-Chamber.
 5. A Member of the Council of the e-Chamber should refrain from resigning from its position during its term of office if its resignation could prevent the operation of the Council of the e-Chamber and, in particular, prevent the timely adoption of a resolution important for the e-Chamber.
 6. The Chairperson and Vice-Chairperson of the Council of the e-Chamber may be removed at any time by resolution of the Council of the e-Chamber from the positions entrusted to them, which does not result in the loss of their mandates as Members of the Council of the e-Chamber.
 7. The Council of the e-Chamber performs its activities collectively but may delegate its Members to individually perform specific activities that do not require a resolution of the Council of the e-Chamber.
 8. A Member of the Council of the e-Chamber delegated to perform specific activities individually is obliged to keep the Council of the e-Chamber informed of the activities performed by it in writing or by electronic means.
 9. A Member of the Council of the e-Chamber, while holding office on the Council of the e-Chamber, should bear in mind the interests of the e-Chamber.
 10. A Member of the Council of the e-Chamber is obliged to immediately inform the other Members of the Council of the e-Chamber of any conflict of interest that has arisen and refrain from participating in the discussion and voting on the adoption of a resolution on the matter in which the conflict of interest has arisen.
 11. Members of the Council of the e-Chamber may take the necessary steps to obtain comprehensive information from the Management Board of the e-Chamber on all matters relating to the activities of the e-Chamber. The type of documents and information, as well as the time and manner in which they are requested from the Management Board of the e-Chamber, are determined by the Management Board of the e-Chamber in the form of a resolution.
 12. In the event that a Member of the e-Chamber intends to nominate a Member of the Council of

the e-Chamber for election as a Member of the Tribunal of the e-Chamber or the Management Board of the e-Chamber, the Member of the Council of the e-Chamber, as soon as it becomes aware of the intention, informs the Council of the e-Chamber thereof and, if it intends to accept the aforementioned nomination, excludes itself from the operations of the Council of the e-Chamber in connection with the election to the Tribunal of the e-Chamber or the Management Board of the e-Chamber from the time of its nomination until the election. A Member of the Council of the e-Chamber should give immediate notice of its intention to accept the nomination.

Article 19

1. Members of the Council of the e-Chamber are elected by the General Assembly by means of a vote conducted in accordance with the procedure described below.
2. The Management Board notifies Members of the e-Chamber of the planned election of Members of the Council of the e-Chamber, along with the notice of the General Assembly referred to in Article 16, Sections 1 and 2 of the Statute, by registered letters or by electronic correspondence sent to the last e-mail address provided by a Member of the e-Chamber.
3. Notice of the planned election is sent at least 21 days prior to the date of the General Assembly with an agenda including the election of Members of the Council of the e-Chamber. In the notice, the Management Board should indicate the date of the General Assembly and include a time limit for nominations – at least 14 days from the date of posting of the notice.
4. Each Member of the e-Chamber has the right to nominate one candidate for the position of a Member of the Council of the e-Chamber. Nominations must be in writing or sent by electronic means, in accordance with the notice sent by the Management Board.
5. The submission of a candidacy must be accompanied by the candidate's written consent to stand as a Member of the Council of the e-Chamber (for submission made in electronic form – a scan of the consent is required). The original written consent of the candidate should be delivered to the Management Board at the latest by the time the election procedure is commenced. A candidate for a Member of the Council of the e-Chamber may also express its consent to stand as a candidate at the General Assembly by including its intent in the record before voting on the election of Members of the Council of the e-Chamber. Submissions of candidacy without the candidate's consent are not considered.
6. Before proceeding to the election of the Members of the Council of the e-Chamber, the General Assembly determines the number of Members of the Council of the e-Chambers subject to election.
7. The election of Members of the Council of the e-Chamber is conducted by secret ballot.
8. Each Member of the e-Chamber may vote for a maximum number of candidates corresponding to the number of Members of the Council of the e-Chamber to be elected, as determined in accordance with Section 6 above.
9. The candidates who have received the highest number of votes consecutively, whose number is determined in accordance with Section 6 above, are elected as Members of the Council of the e-Chamber.
10. In the event of an equal number of votes cast for candidates not all of whom are eligible to become Members of the Council of the e-Chamber owing to the limited number of Members of the Council of the e-Chamber, an additional round of voting is conducted, in which candidates who have obtained an equal number of votes participate. In the additional round of voting, each Member of the e-Chamber casts a vote for one of the candidates who previously received the same number of votes. If the result is not resolved by an additional round of voting, further rounds of voting are held, in accordance with the rules set out above, until the full composition of the

Council of the e-Chamber is determined.

11. A by-election to the Council of the e-Chamber is allowed in the event that the mandate of a Member of the Council of the e-Chamber expires before the end of the term of office. In such cases, the election of Members of the Council of the e-Chamber is conducted as per the procedure described in Sections 1 – 10 above.
12. In the event that the mandate of a Member or Members of the Council of the e-Chamber expires during the term of office, resulting in the total number of Members of the Council of the e-Chamber decreasing below the minimum number of Members of the Council required by the Statute, the remaining Members of the Council of the e-Chamber, within 14 days of becoming aware of this circumstance, may complement the composition of the Council of the e-Chamber by voting from among the candidates presented by the remaining Members of the Council of the e-Chamber (complementation). The complementation is ordered by the Chairperson of the Council of the e-Chamber or, if the Chairperson's term of office has expired, by the Vice-Chairperson. If none of the function-holding Members of the Council of the e-Chamber referred to in Article 17, Section 2 of the Statute is a Member of the Council of the e-Chamber, the complementation is ordered by the most senior Member of the Council of the e-Chamber. In the complementation procedure, the candidate who receives an absolute majority of the current Members of the Council of the e-Chamber is appointed to serve on the Council of the e-Chamber. In the event of an equal number of votes received by candidates, the Chairperson of the Council of the e-Chamber has the casting vote.

Article 20

The powers of the Council of the e-Chamber, in addition to other matters reserved by the Statute, include the following:

- a) continuous supervision and control of the activities of the e-Chamber, with the interests of the e-Chamber as a primary consideration,
- b) if necessary, requesting any reports and explanations from the Management Board of the e-Chamber, reviewing books and documents, and inspecting the assets of the e-Chamber,
- c) expressing its opinion on all matters related to the e-Chamber,
- d) putting forward proposals, initiatives, and recommendations to the Management Board of the e-Chamber,
- e) exercising control over the implementation by the Management Board of the e-Chamber of the resolutions of the General Assemblies of Members of the e-Chamber and the resolutions of the Council of the e-Chamber,
- f) drawing up a report on the activities of the Council of the e-Chamber during the previous calendar year,
which is subject to review and approval by the General Assembly of Members of the e-Chamber,
- g) determining the number of Members of the Management Board for a given term of office and changing the number of Members of the Management Board during a given term of office,
- h) determining the number of Members of the Tribunal of the e-Chamber for a given term of office,
- i) appointing and dismissing Members of the Management Board, including the President of the Management Board and Vice Presidents,
- j) appointing and dismissing Members of the Tribunal of the e-Chamber, including the Chairperson of the Tribunal of the e-Chamber and the Vice-Chairpersons,

- k) defining the division of powers among Members of the Management Board,
- l) determining the remuneration of Members of the Management Board,
- m) approving the Rules of Procedure of the Management Board,
- n) establishing the amounts of registration and membership fees and the time frames for their payment,
- o) adopting the Code of Ethics for Members of the e-Chamber,
- p) approving the annual budget of the e-Chamber and amendments thereof,
- q) adopting the Rules of Procedure of the Council of the e-Chamber,
- r) receiving a proposal for the amount of remuneration of Members of the Council for their participation in the operation of the Council of the e-Chamber, to be submitted to the General Assembly for approval; the proposal may be part of the Rules of Procedure of the Council of the e-Chamber,
- s) adopting the position of the e-Chamber on matters relating to the aims and objectives of the e-Chamber,
- t) deciding (including expressing consent) on the adoption of additional word-based and word/graphic-based identification by the e-Chamber and the general rules on the use of this identification,
- u) deciding (including expressing consent) on the disposal of intellectual property rights (i.e. rights in intangible assets, including Internet domains, trademarks, and works) and with respect to the granting of an exclusive licence by the e-Chamber in relevant matters,
- v) deciding (including expressing consent) on the acquisition and disposal of real estate, perpetual usufruct, or an interest in real estate,
- w) deciding (including expressing consent) on the establishment and dissolution of organisational units of the e-Chamber,
- x) deciding (including expressing consent) on the e-Chamber's accession to or withdrawal from a national or foreign organisation,
- y) implementing resolutions of the General Assembly.

Article 21

1. Each Member of the Council of the e-Chamber is entitled to one vote.
2. Resolutions of the Council of the e-Chamber are adopted by a simple majority, unless a different majority is indicated in the Statute, and may be adopted if all Members of the Council of the e-Chamber have been duly notified of the meeting of the Council of the e-Chamber. In the event of an equality of votes, the Chairperson of the Council of the e-Chamber has the casting vote. Resolutions are adopted by open ballot. With respect to any resolutions on the appointment and dismissal of Members of the Management Board and Members of the Tribunal of the e-Chamber and on other personnel-related matters, voting is conducted by secret ballot.
3. The Council of the e-Chamber is capable of adopting resolutions if at least half the number of its Members are present at the meeting.
4. A Member of the Council of the e-Chamber may participate in the adoption of resolutions of the Council of the e-Chamber by casting its vote in writing through another Member of the Council of the e-Chamber. A Member of the Council of the e-Chamber casting its vote in writing is deemed to

be present at the meeting of the Council of the e-Chamber and is allowed for in the calculation of the quorum. The casting of votes in writing may not relate to matters placed on the agenda at a meeting of the Council of the e-Chamber.

5. Resolutions of the Council of the e-Chamber may be adopted by circulation: in writing or by means of direct remote communication. In such cases, the resolution is valid if all Members of the Council of the e-Chamber have been notified of the content of the draft resolution.
6. The adoption of resolutions in accordance with the procedure provided for in Section 5 of this Article does not apply to the election of the Chairperson of the Council of the e-Chamber, the Vice-Chairpersons of the Council of the e-Chamber, Members of the Management Board, Members of the Tribunal of the e-Chamber, and the appointment of a Member of the Council of the e-Chamber to serve as a Member of the Management Board.
7. Detailed rules for the operation of the Council of the e-Chamber and, in particular, the rules for adopting resolutions of the Council of the e-Chamber at meetings and by circulation are laid down in the Rules of Procedure of the Council of the e-Chamber adopted by the Council of the e-Chamber and approved by the General Assembly.
8. Depending on the needs, the Council of the e-Chamber may set up ad hoc or permanent specialist groups as auxiliary units assisting the Council of the e-Chamber with the development and implementation of specific tasks.
9. The Council of the e-Chamber reports annually on its activities to the Annual General Assembly.

Article 21¹

1. The Council of the e-Chamber holds its meeting at least once every six months. Meetings of the Council of the e-Chamber are held at the registered office of the e-Chamber. Meetings of the e-Chamber facilitated by means of direct remote communication may also be held in another place in Poland, designated by the Chairperson of the Council of the e-Chamber and indicated in the invitation referred to in Section 4 below, provided that no Member of the Council of the e-Chamber raises an objection.
2. Meetings of the Council of the e-Chamber are convened by the Chairperson, with the exception of the first meeting of the newly elected Council of the e-Chamber, which is convened by the Management Board of the e-Chamber, including a relevant item on the agenda concerning the election of the Chairperson and Vice-Chairpersons.
3. Meetings of the Council of the e-Chamber are convened by the Chairperson on their initiative or at the written or electronic request of the Management Board of the e-Chamber or a Member of the Council of the e-Chamber. In the event of a request for a meeting by the Management Board of the e-Chamber or by a Member of the Council of the e-Chamber, a meeting of the Council of the e-Chamber should be convened within 5 working days from the date of the request, for a date no later than 30 calendar days from the date of the request. In the event a meeting of the Council of the e-Chamber is not convened within 5 working days from the date of the request, the requester may convene the meeting on their own, setting the date of the meeting to a date no later than 21 calendar days from the date on which the invitations are sent.
4. Meetings of the Council of the e-Chamber are convened by sending out an invitation:
 - a) in writing by registered letter, courier, or fax, or by personal delivery to Members of the Council of the e-Chamber,
 - b) in electronic form to the e-mail addresses of Members of the Council of the e-Chamber.
5. The invitations referred to in Section 4 above are sent at least 14 days prior to the date of the meeting.
6. The invitation to the meeting of the Council of the e-Chamber should include the agenda and the venue and date of the meeting, determined with a view to allowing all Members of the Council of the e-Chamber to attend. Where participation in a meeting in the manner specified in Section 8, Item b below is provided, the notice indicates the manner in which the meeting will be

attended or the date by which the relevant information will be provided.

7. The Council of the e-Chamber may meet without being formally convened if all its Members of the Council attend the meeting without objecting to the meeting being held in this manner.
8. A Member of the Council of the e-Chamber may attend a meeting of the Council of the e-Chamber in one of the following manners:
 - a) in person,
 - b) by means of electronic communication enabling real-time remote communication and voting without the Member being physically present at the meeting.
9. The participation of a Member of the Council of the e-Chamber in a meeting in accordance with the procedure specified in Section 8, Item b above is possible when the Management Board of the e-Chamber or the Chairperson of the Council of the e-Chamber ensures the operationability of the means of electronic communication for the meeting in question (excluding the provision of the terminal device used by the Member of the Council of the e-Chamber for the purpose of communication). It is possible to record audio or both audio and video during a meeting of the Council of the e-Chamber held in this way.

MANAGEMENT BOARD

Article 22

1. The Management Board consists of 1 (one) to 5 (five) Members appointed by the Council of the e-Chamber.
2. Members of the Management Board must be natural persons and may, but do not have to, be Members of the e-Chamber.
3. Members of the Management Board, subject to Article 17, Section 5, may not be Members of the Council of the e-Chamber or the Tribunal of the e-Chamber.
4. By-elections to the Management Board are permitted.

Article 23

1. The Management Board is appointed for a joint three (3) year term of office. The term of office is calculated in full financial years.
2. Each Member of the Council of the e-Chamber may nominate up to three persons for election to the Management Board of the e-Chamber.
3. A separate vote is taken on each nomination.
4. Persons whose candidatures have been approved by a majority of votes may be appointed to the Management Board of the e-Chamber. The Management Board of the e-Chamber is composed of the persons who, in the vote, received the highest number of votes of the Members of the Council of the e-Chamber, whose number has been established by the Council of the e-Chamber as the number of Members of the Management Board of the e-Chamber for the term.
5. The provisions of Sections 2 – 4 above apply respectively to by-elections to the Management

Board of the e-Chamber.

6. The term of office of a Member of the Management Board is terminated:
 - a) on the date of the General Assembly approving the financial statement of the e-Chamber for the last full financial year in office,
 - b) at the same time as the expiry of the mandates of the other Members of the Management Board of the e-Chamber – for Members of the Management Board appointed before the end of the term,
 - c) due to death, resignation, or dismissal from the Management Board of the e-Chamber,
 - d) upon the election of a Member of the Management Board of the e-Chamber as a Member of the Council of the e-Chamber or as a Member of the Tribunal of the e-Chamber, insofar as, prior to their election, the Member of the Management Board of the e-Chamber has agreed to stand as a candidate, and in the case of electing a Member of the Management Board of the e-Chamber without their prior consent – as soon as they consent to the election.
7. Resignation as a Member of the Management Board of the e-Chamber is submitted in writing under pain of invalidity, stating the Management Board of the e-Chamber as the addressee and sending or handing it to the Chairperson of the Council of the e-Chamber or, if this is not possible, to one of the Vice-Chairpersons of the Council of the e-Chamber or, if this is also not possible, to any Member of the Council of the e-Chamber. Notwithstanding the above, one copy of the resignation must be submitted to the e-Chamber office.

Article 24

1. The Management Board manages the activities of the e-Chamber and represents it externally.
2. The Management Board takes all decisions not reserved for other e-Chamber bodies.
3. The tasks of the Management Board include, in particular:
 - a) conducting the operational activities of the e-Chamber,
 - b) implementing the resolutions of the Council of the e-Chamber and the General Assembly,
 - c) managing the e-Chamber's assets,
 - d) conducting the business of the e-Chamber,
 - e) drawing up the annual budget of the e-Chamber and submitting it to the Council of the e-Chamber for approval,
 - f) drawing up a report on the activities of the Management Board of the e-Chamber during the previous calendar year, which is subject to review and approval by the General Assembly of Members of the e-Chamber,
3. The scopes of the competencies of individual Members of the Management Board of the e-Chamber may be defined by the Council of the e-Chamber in a resolution on the division of competencies among Members of the Management Board of the e-Chamber.
4. In the event the Management Board is composed of more than one person, the declarations of intent on behalf of the e-Chamber are made by two Members of the Management Board acting jointly.
5. In agreements between the e-Chamber and a Member of the Management Board and in a dispute with the latter, the e-Chamber is represented by a proxy appointed by the Council of the e-Chamber.

Article 24¹

1. Each Member of the Management Board of the e-Chamber has the right and obligation to manage the affairs of the e-Chamber.
2. Each Member of the Management Board of the e-Chamber is authorised to conduct matters of ordinary business and matters exceeding the scope of the ordinary business of the e-Chamber independently, subject to Sections 3 and 4 below.
3. However, if, prior to the handling of a matter referred to in Section 2, even one of the other Members of the Management Board of the e-Chamber objects to the handling of a matter or requests a resolution on a matter in advance, a prior resolution of the Management Board of the e-Chamber is required.
4. The Management Board of the e-Chamber adopts resolutions on the following matters:
 - a) drawing up the specimen of the declaration of membership and the procedure for its submission,
 - b) drawing up a specimen of the declaration of partnership and the procedure for its submission,
 - c) giving a promise of acceptance of a candidate as a Member or Partner of the e-Chamber,
 - d) admitting candidates as new Members of the e-Chamber,
 - e) admitting candidates as new Partners of the e-Chamber,
 - f) refusing to accept candidates as Members or Partners,
 - g) expelling Members from the e-Chamber,
 - h) other situations provided for in the Statute.

Article 25

1. The Management Board of the e-Chamber adopts its resolutions:
 - a) in meetings,
 - b) by circulation:
 - i. in writing,
 - ii. using electronic means.
2. Each Member of the Management Board is entitled to one vote.
3. Resolutions of the Management Board are adopted by a simple majority and may be adopted if all Members of the Management Board have been duly notified of the meeting of the Management Board. In the event of an equality of votes, the President of the Management Board has the casting vote.
4. Depending on the needs, the Management Board of the e-Chamber may set up ad hoc or permanent specialist groups as auxiliary units assisting the Management Board of the e-Chamber with the development and implementation of specific tasks.
5. The Management Board of the e-Chamber reports annually on its activities to the Annual General Assembly.

Article 25¹

1. A Member of the Management Board of the e-Chamber may attend a meeting of the Management

Board of the e-Chamber in one of the following manners:

- a) in person,
 - b) by means of electronic communication enabling real-time remote communication and voting without the Member being physically present at the meeting.
2. The participation of a Member of the Management Board of the e-Chamber in a meeting pursuant to Section 1, Item b above is possible if the Management Board of the e-Chamber ensures that electronic means of communication are available for the meeting.
 3. For the validity of resolutions of the Management Board of the e-Chamber taken at its meeting, it is required that all Members of the Management Board of the e-Chamber be notified of the meeting in accordance with the provisions of the Statute and the Rules of Procedure of the Management Board.
 4. The Management Board of the e-Chamber is capable of adopting resolutions if at least half the number of its Members are present at the meeting, but, where the Management Board of the e-Chamber is composed of more than one person – not less than two Members of the Management Board of the e-Chamber.
 5. Meetings of the Management Board of the e-Chamber are chaired by the President of the Management Board of the e-Chamber. The President's detailed responsibilities are set out in the Rules of Procedure of the Management Board of the e-Chamber.

Article 26

1. The Management Board may establish an e-Chamber Office for the administrative handling of statutory activities of the e-Chamber's bodies, including the Management Board.
2. Detailed rules for the operation of the Management Board, the adoption of resolutions and the organisation of Management Board meetings are laid down in the Rules of Procedure of the Management Board, adopted by the Management Board and approved by the Council of the e-Chamber.

TRIBUNAL OF THE E-CHAMBER

Article 27

1. The Tribunal of the e-Chamber consists of 3 (three) to 7 (seven) Members appointed by the Council of the e-Chamber from among candidates put forward by Members of the Council of the e-Chamber.
2. Members of the Tribunal of the e-Chamber must be natural persons and may, but do not have to, be Members of the e-Chamber.
3. Members of the Tribunal of the e-Chamber may not be Members of the Management Board or the Council of the e-Chamber.
4. It is permissible to nominate a Member of the Management Board or a Member of the Council of the e-Chamber as a candidate for membership of the Tribunal of the e-Chamber. However, at the latest before the election of Members of the Tribunal of the e-Chamber, such a candidate should resign as a Member of the Management Board or a Member of the Council of the e-Chamber or notify the expiry of its mandate for another reason. In the event of failure to resign or to notify the expiry of the mandate for any other reason, such a person's candidacy will not be considered.
5. In the event that a Member of the e-Chamber intends to propose the candidacy of a Member of the Tribunal of the e-Chamber as a Member of the Council or the Management Board of the

e-Chamber, the Member of the Tribunal of the e-Chamber concerned informs the Council of the e-Chamber immediately of such intention upon becoming aware of it.

Article 28

1. The Tribunal of the e-Chamber is appointed for a joint three (3) year term of office. The term of office is calculated in full financial years.
2. The termination of the mandate of a Member of the Tribunal of the e-Chamber takes place:
 - a) on the date of the General Assembly approving the financial statement of the e-Chamber for the last full financial year in office,
 - b) at the same time as the expiry of the mandates of the other Members of the Tribunal of the e-Chamber – for a Member of the Tribunal of the e-Chamber appointed before the end of the term of office,
 - c) due to death, resignation, or dismissal from the Tribunal of the e-Chamber,
 - d) with the election of a Member of the Tribunal of the e-Chamber as a Member of the Council of the e-Chamber or as a Member of the Management Board of the e-Chamber, provided that the Member of the Tribunal of the e-Chamber has given its consent to its candidacy prior to the election, and in the case of an election without the prior consent of the Member of the Tribunal of the e-Chamber, upon its consent to the election.
3. Resignation from office is submitted in writing by a Member of the Tribunal of the e-Chamber to the Council of the e-Chamber.
4. Removal from the Tribunal of the e-Chamber is conducted by the Council of the e-Chamber by secret ballot.

Article 29

1. The Chairperson of the Council of the e-Chamber notifies Members of the Tribunal of the e-Chamber of the planned election of Members of the Tribunal of the e-Chamber by registered letters or by electronic correspondence sent to the last e-mail addresses provided by Members of the e-Chamber sent at least 21 days prior to the date of the meeting of the Council of the e-Chamber with the agenda including the election of Members (or Member) of the Tribunal of the e-Chamber. In the notice, the Chairperson of the Council of the e-Chamber should indicate the date of the meeting of the Council of the e-Chamber and include a time limit for nominations – at least 21 days from the date of posting of the notice.
2. Each Member of the e-Chamber has the right to nominate one candidate for the position of a Member of the Tribunal of the e-Chamber. Nominations must be in writing or sent by electronic means, in accordance with the notice sent by the Chairperson of the Council of the e-Chamber.

3. The submission of candidacy must be accompanied by the candidate's written consent to stand as a Member of the Tribunal of the e-Chamber (for submission made in electronic form – a scan of the consent is required). The original written consent of the candidate should be delivered to the Council of the e-Chamber, at the latest by the time the election procedure is commenced by the Council of the e-Chamber. Submissions of candidacy without the candidate's consent are not considered.
4. Prior to the election of Members of the Tribunal of the e-Chamber, the Council of the e-Chamber determines the number of Members of the Tribunal of the e-Chamber to be elected.
5. The election of Members of the Tribunal of the e-Chamber is conducted by secret ballot.
6. Each Member of the Council of the e-Chamber may vote for several candidates for the Tribunal of the e-Chamber that does not exceed the number of Members of the Tribunal of the e-Chamber determined by the Council of the e-Chamber for the term of office in question.
7. The candidates who have received the highest number of votes consecutively, whose number was previously determined by the Council of the e-Chamber as the number of Members of the Tribunal of the e-Chamber for the term in question, are elected as Members of the Tribunal of the e-Chamber.
8. In the event of an equal number of votes cast for candidates, not all of whom are eligible to become Members of the Tribunal of the e-Chamber due to the limited number of Members of the Tribunal of the e-Chamber, the Chairperson of the Council of the e-Chamber orders an additional round of voting, in which the candidates who have received an equal number of votes take part. In the event that the result is not resolved by an additional round of voting, the Chairperson of the Council of the e-Chamber orders further rounds of voting until the full membership of the Tribunal of the e-Chamber with the number of Members previously determined by resolution of the Council of the e-Chamber has been elected.
9. Following the election of Members of the Tribunal of the e-Chamber, the Council of the e-Chamber elects the Chairperson and Vice-Chairpersons of the Tribunal of the e-Chamber in a subsequent secret ballot.
10. By-elections to the Tribunal of the e-Chamber are permitted. In any event, the election is conducted in accordance with the provisions of this Article.

Article 30

The competencies of the Tribunal of the e-Chamber include the following:

- a) adjudicating disputes between e-Chamber bodies,
- b) adjudicating disputes between Members of the e-Chamber,
- c) adjudicating disputes between e-Chamber bodies and Members of the e-Chamber,
- d) issuing opinions with respect to the finding of a breach of the Statute and regulations adopted by the e-Chamber, in particular the Code of Ethics for Members of the e-Chamber and Rules of Procedure,
- e) issuing opinions on the interpretation of the Statute and regulations adopted by the e-Chamber, in particular the Code of Ethics for Members of the e-Chamber and Rules of Procedure,

- f) hearing appeals against decisions of the Management Board to refuse admission as a Member of the e-Chamber, refuse to requalify a Member of the e-Chamber for a Theme-Specific Group, expel a Member of the e-Chamber, and in other cases indicated in the Statute,
- g) other tasks provided for in the Statute.

Article 31

1. The Tribunal of the e-Chamber hears cases and issues opinions at the request of the Management Board, the Council of the e-Chamber, and Members of the e-Chamber.
2. Members of the Tribunal of the e-Chamber perform their duties in person.
3. Each Member of the Tribunal of the e-Chamber is entitled to one vote.
4. The operation of the Tribunal of the e-Chamber is directed by the Chairperson of the Tribunal of the e-Chamber. The detailed powers of the Chairperson of the Tribunal of the e-Chamber are set out in the Rules of Procedure of the Tribunal of the e-Chamber.
5. The hearing of a case or appeal and the issuing of an opinion is effected by means of a resolution adopted by a simple majority by a panel appointed by the Chairperson of the Tribunal of the e-Chamber comprising not fewer than 3 Members of the Tribunal of the e-Chamber.
6. Proceedings before the Tribunal of the e-Chamber are single-instance.
7. The adjudicating panel passes resolutions:
 - a) in meetings,
 - b) by circulation:
 - i. in writing,
 - ii. using electronic means.
8. Hearing of a case or appeal and the issuing of an opinion is effected by a resolution adopted by a simple majority. Each Member of the adjudicating panel is entitled to one vote. A vote by each Member of the adjudicating panel is required for a resolution of the panel to be valid.
9. The procedure, including in particular the issuing of opinions, the adjudication of disputes and appeals against decisions of the Management Board by the Tribunal of the e-Chamber, as well as the detailed rules of organisation and the manner of conducting the operation of the Tribunal of the e-Chamber is laid down in the Rules of Procedure of the Tribunal of the e-Chamber adopted by the Tribunal of the e-Chamber and approved by the General Assembly.
10. The Tribunal of the e-Chamber reports annually on its activities to the Annual General Assembly.

CHAPTER V ASSETS OF THE E-CHAMBER

Article 32

1. Funding for the e-Chamber's maintenance and operating costs comes from the income generated by the e-Chamber.
2. The e-Chamber's income comes from the following sources:
 - a) registration fees,
 - b) membership fees,
 - c) domestic and foreign donations, legacies, and bequests,

- d) grants and subsidies received domestically and abroad,
- e) income obtained from tangible and intangible assets and property rights,
- f) the business operations of the e-Chamber,
- g) other sources permitted by law.

Article 33

1. The e-Chamber may create special purpose funds.
2. The financial year of the e-Chamber is the calendar year.
3. In the event that the e-Chamber incurs a loss in a given financial year, the Management Board presents to the Council of the e-Chamber a recommendation as to how and by using which sources the loss should be covered.

Article 34

1. Subject to the provisions of Section 2 of this Article, the subject of the e-Chamber's business may be the following:
 - a) publishing of magazines and other periodicals (PKD 58.14.Z),
 - b) other publishing activities (PKD 58.19.Z),
 - c) publishing of other software (PKD 58.29.Z),
 - d) sound and music recording activities (PKD 59.20.Z),
 - e) software-related activities (PKD 62.01.Z),
 - f) IT consultancy activities (PKD 62.02.Z),
 - g) other information technology and computer service-related activities (PKD 62.09.Z),
 - h) data processing; website management (hosting) and related activities (PKD 63.11.Z),
 - i) activities of Internet websites (PKD 63.12.Z),
 - j) activities of information agencies (PKD 63.91.Z),
 - k) other information service-related activities, not classified elsewhere (PKD 63.99.Z),
 - l) interpersonal relations (public relations) and communications (PKD 70.21.Z),
 - m) research and development in the field of other life and technical sciences (PKD 72.19.Z),
 - n) research and development in the field of social sciences and humanities (PKD 72.20.Z),
 - o) intermediation in the sale of advertising space in electronic media (the Internet) (PKD 73.12.C),
 - p) market research and public opinion polling (PKD 73.20.Z),
 - q) specialist design activities (PKD 74.10.Z),
 - r) other professional, scientific, and technical activities not classified elsewhere (PKD 74.90.Z),
 - s) rental and lease of office devices and equipment, including computers (PKD 77.33.Z),

- t) leasing of intellectual property and similar products, excluding works protected by copyright (PKD 77.40.Z),
 - u) activities involving administrative office services (PKD 82.11.Z),
 - v) activities of call centres (PKD 82.20.Z),
 - w) activities involving the organisation of trade fairs, exhibitions, and congresses (PKD 82.30.Z),
 - x) other business support activities not classified elsewhere (PKD 82.99.Z),
 - y) direction in the area of management effectiveness (PKD 84.13.Z),
 - z) extracurricular forms of education (PKD 85.5),
 - aa) activities supporting education (PKD 85.60.Z),
 - bb) repair and maintenance of computers and peripheral devices (PKD 95.11.Z),
 - cc) repair and maintenance of (tele)communications equipment (PKD 95.12.Z).
2. The business activities of the e-Chamber should be in line with its statutory objectives.

CHAPTER VI AMENDMENT TO THE STATUTE, DISSOLUTION OF THE E-CHAMBER

Article 35

1. A resolution on the amendment of the Statute and on the dissolution of the e-Chamber is adopted by the General Assembly by a majority of 3/4 (three-quarters) of the votes with at least half the number of Members of the Council of the e-Chamber present.
2. In the resolution on the dissolution of the e-Chamber, the General Assembly must appoint a liquidator to conduct the liquidation by implementing the provisions of the Statute on the allocation of the assets of the e-Chamber.
3. The resolution of the General Assembly to dissolve the e-Chamber should also indicate the purposes for which the assets of the e-Chamber remaining after liquidation are to be used. In the absence of such a provision in the resolution of the General Assembly, the decision in this respect must be taken by the Council of the e-Chamber. The assets of the e-Chamber may not be distributed among the Members of the Council of the e-Chamber.
4. The resolution to liquidate the e-Chamber is subject to notification to the registry court.
5. The provisions of the Statute relating to the Management Board apply to the liquidator.

CHAPTER VII FINAL PROVISIONS

Article 36

1. The time limits and time frames set out in the Statute for the actions undertaken by the e-Chamber's bodies are instructive. In the event that it is not possible to comply with a given time limit, the body concerned notifies the person concerned and indicates a possible time limit for dealing with the matter. The above does not apply to time limits related to the organisation of the General Assembly and the organisation of the election of the Tribunal of the e-Chamber.
2. In matters not regulated by the Statute, the provisions of the Act of May 30, 1989 on Chambers of Commerce and other applicable provisions of Polish law apply.
3. For the first term of office, Members of the Management Board and the Council of the e-Chamber

are appointed unanimously by the founders.

4. The Management Board of the first term is obliged to, within 6 months of the registration of the e-Chamber in the National Court Register, convene a General Assembly with an agenda including the dismissal of the Council of the e-Chamber of the first term and the appointment of the Council of the e-Chamber of the second term.