

Statutes of the Polish Association of Loan Institutions

Preamble

The founders of the Organisation are Polish and European leaders of the market of consumer electronic micro-loans, representatives of Fintech and Lendtech sectors, whose business activity is regulated by the Consumer Credit Act. The Organisation comprises highly reputed employers who apply the principles of responsible learning in practice. Members are required to conduct business in an ethical manner, respecting their clients' interests and the principles of fair competition. The Association's mission is to make these values become standard on the entire market.

Chapter 1 General Provisions

§ 1

1. The "Polish Association of Loan Institutions" (*Polski Związek Instytucji Pożyczkowych*), hereinafter referred to as the "Association", is an organisation of employers operating under the Act on Employers' Organisations of 23 May 1991 (consolidated text: Journal of Laws of 2019, item 1809, as amended) and these Statutes.
2. In its identification, the Association can use the abridged name "PZIP" and a graphic mark.
3. The Association is a professional organisation of employers - Loan Institutions and their employers, voluntary, apolitical and independent in its statutory activity of the state administration authorities, local authorities and other organisations.
4. The status of the Loan Institution referred to herein is regulated by Art. 5 Point 2a of the Consumer Credit Act of 12 May 2011 (consolidated text: Journal of Laws of 2019, item 1083, as amended).

§ 2

The Association has legal personality.

§ 3

1. The Association can operate in the territory of the Republic of Poland and abroad.
2. The seat of the Association shall be Warsaw.
3. The address of the Association's homepage is www.pzip.pl
4. The Association uses a round seal with the following circumscription: "Polski Związek Instytucji Pożyczkowych" (Polish Association of Loan Institutions) and with designation "PZIP".

§ 4

The Association can be a member of national and international organisations.

Chapter 2 Objectives and Tasks of the Association as well as Methods and Forms of Their Accomplishment

§ 5

The objective of the Association is:

1. protection of rights and representation of common interests, including economic, of associated employers, taking into consideration the interests of consumers on the market of financial services, in relation to trade unions, authorities, bodies of state administration and local authorities, legal and natural persons, entrepreneurs and other entities,
2. development and promotion of the principles of ethics in business activity, including but not limited to standards of reliable conduct in economic trade and corporate social responsibility,
3. contribution to development of the market of electronic financial services, including but not limited to activities supporting development of Fintech and Lendtech industries,
4. development of modern, effective and environmentally-friendly economy as well as support of development and promotion of technologically advanced financial services, including but not limited to cashless and paperless,
5. setting and promotion of high standards of electronic financial services,
6. promotion of the principles of protection of consumers of electronic financial services, including but not limited to:
 - a. responsible and informed contracting of loans,
 - b. protection of personal data and identity of the consumer against fraud,
 - c. transparency in informing on the consumer's rights and obligations,
 - d. transparency and approachability of advertising communication,
7. influencing formation of legal regulations regarding directly or indirectly the activity of the Association or associated employers as well as financial services offered by them,
8. taking and supporting actions aiming at amicable resolution of disputes between financial institutions and consumers,
9. supporting consumers of financial services through information and educational actions, consumer advising and counteracting financial exclusion,
10. supporting initiatives aiming at:
 - a. achieving climate neutrality,
 - b. care for the environment,
 - c. equality,
 - d. efficient digital transformation,
11. organisation and participation in conferences, symposia, debates as well as media activity within the area of the market of financial services,
12. activities supporting education of personnel, labour market development and counteracting unemployment.

§ 6

1. The Association pursues its objectives through:
 - a. cooperation with state, local authority and private institution, organisations of employers and consumers as well as entrepreneurs,
 - b. acting on behalf of entities associated in the Association in contacts with all state and local authority institutions regarding matters related to their activity,
 - c. presentation of opinions on bills and legal acts regarding directly or indirectly the activity of the Association or associated employers,
 - d. supporting partnership relations between financial supervision institutions and the supervised entities operating in the financial sector,
 - e. organisation of trainings, courses, conferences, events, competitions and other promotional actions,
 - f. supporting acquisition of new business and professional contacts,
 - g. trainings for the personnel of Loan Institutions and supporting development of professional careers,

- h. conducting, commissioning and publication of results of research regarding economic, social and legal conditions on the financial market and of electronic economy,
 - i. organisation and support of the work of expert teams regarding economic, social and legal conditions of providing financial services,
 - j. financial, organisational and legal support of other entities conducting an activity related, in part or in full, to the Association's objectives or contributing to accomplishment of the Association's objectives,
 - k. development and promotion of codes of ethics and codes of best practice regarding providing financial services,
 - l. organisation of amicable resolution of consumer disputes,
 - m. issue of opinions and statements,
 - n. representation of associated entrepreneurs in the public debate, including debates via media,
 - o. monitoring of media, public documents, industry information and consumer opinion,
 - p. implementation, patronage and promotion of industry projects compliant with the statutory objectives of the Association,
 - q. publishing activity,
 - r. sponsorship, charity and philanthropy,
 - s. exchange of knowledge and experience with foreign organisations, facilitating acquisition of business contacts and representation of associated Loan Institutions outside Poland.
2. The Association pursues its objectives directly or indirectly through controlled entities.

§ 7

The Association does not conduct a business activity.

Chapter 3 Members, Their Rights and Duties

§ 8

1. Members of the Association can be entities operating within the territory of the European Union.
2. Association membership is voluntary and does not restrict the activity of the Member.
3. The rights of Members in the given membership category are equal and cannot be restricted, subject to suspension of the Member's rights.
4. One entity can be assigned to one category only at the given time.
5. In economic relations, the Members of the Association shall act responsibly, respecting the interests of consumers, principles of fair competition and observe best market practice set as standards in the Association.

§ 9

The Members of the Association are assigned to the following categories:

1. Ordinary Members,
2. Supporting Members,
3. Observing Members,
4. Honorary Members.

§ 10

1. An Ordinary Member of the Association can be an employer - a legal person or an organisational unit conducting a business activity, being a Loan Institution or an employer operating in an area related or complementary to the activity of Loan Institutions.
2. Ordinary Members are accepted in the Association under the decision of the Management Board on the basis of the application filed by the entities interested in membership in the Association.
3. The decision of the Association's Management Board on acceptance of Ordinary Members of the Association is taken immediately from the day of delivery of the application for acceptance as a member of the Association. The circumstances taken into consideration when deciding on acceptance of an Ordinary Member by the Association's Management Board include, *inter alia*:
 - a. fact of conducting business in the lending, Fintech or Lendtech industry,
 - b. fact of granting loans exclusively from own funds,
 - c. no current or past entries in the list of warnings of the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*),
 - d. no penalties imposed by the Office of Competition and Consumer Protection (*Urząd Ochrony Konkurencji i Konsumentów*) for material breaches of consumer rights or repeating penalties for minor misconducts,
 - e. running the business activity in the form of a commercial company possessing share capital required by statutory law,
 - f. no convicted persons in the composition of the management board, supervisory board or key executives of the company,
 - g. rate of consumer complaints lower than 0.5% of all agreements conclude in the prior calendar year,
 - h. due observance of personal data protection laws and secondary legislation,
 - i. no repeating allegations regarding offers published on consumer forums,
 - j. not using abusive clauses in consumer agreements,
 - k. positive opinion on the company in mass media,
 - l. correct calculation of APR according to the methods provided for in the applicable laws,
 - m. transparency and clarity of all fees for the consumer, including their publication on the website in an easily accessible manner prior to conclusion of the agreement,
 - n. correct and compliant creditworthiness assessment with use of data from Economic Information Bureaus and Credit Information Bureaus,
 - o. not using leaflet advertising on municipal posts, bus stops, etc.,
 - p. observance of best practice of the debt collection industry in its individual activity,
 - q. loan price levels not exceeding significantly the market average,
 - r. not suggesting running a banking activity in any manner,
 - s. known and clear owner, no suspicious capital relations,
 - t. impeccable opinion of the entrepreneur among other entities in the industry,
 - u. readiness to apply higher standards and best business and ethical practice.
4. The decision of the Association's Management Board on acceptance of an Ordinary Member is based on evaluation of the above criteria. As part of the evaluation, the Association's Management Board can request the applicant to present data, information and explanations necessary to make the decision.
5. The methods of verification of candidates for an Ordinary Member include, without limitation: interview, monitoring of archival media, consumer opinion report, mystery client's

report, legal analysis of internal consumer documents of the candidate, industry interview, membership survey with declarations concerning observance of requirements.

6. A legal person or organisational unit without legal personality who is an Ordinary Member participates in the work of the Association through its bodies or representatives.
7. Ordinary Members have the right to:
 - a. participate in the work of the Association and its bodies,
 - b. use assistance and support of the Association in all matters falling within the objectives of the Association,
 - c. access to information regarding work and functioning of the Association,
 - d. receipt of source materials, studies and other information possessed by the Association and useful from the point of view of business activity.
 - e. submit requests and postulates regarding activities of the Association,
 - f. use the Association's mark.

§ 11

Ordinary Members shall have a passive and active voting right with regard to the governing bodies of the Association as well as a voting right at the General Assembly.

§ 12

Ordinary Members shall:

- a. actively participate in the activity of the Association,
- b. comply with the provisions of the Statutes, regulations and resolutions of the governing bodies of the Association,
- c. pay the membership fees on time.

§ 13

1. Ordinary Membership shall cease as a result of:
 - a. resignation on the basis of a written declaration, subject to a 3-month notice, submitted upon clearance of all obligations towards the Association, with effect at the end of the month, unless all mutual obligations are settled earlier,
 - b. dissolution of the Association,
 - c. initiation of liquidation or declaration of bankruptcy of the Association member,
 - d. exclusion from the Association under a resolution of the Management Board,
 - e. reassignment to another membership type under a decision of the Management Board based on the application of the Ordinary Member the application regards,
 - f. transfer of rights and obligations arising from the membership to another economic entity, in the case of justifying legal, organisational or economic changes, under a decision of the Management Board, on joint application of the entity entering into the rights of the Member and leaving entity.
2. The Management Board's resolution on exclusion can be appealed from to the General Assembly within 30 days from delivery of the Management Board's resolution on exclusion. The General Assembly shall adopt a resolution on this matter at its next meeting, no later, however, than within 6 months from the day of the Management Board's resolution. In the case of appeal from the Management Board's resolution on exclusion, the membership in the Association is suspended.

§ 14

1. Supporting Members can be institutions, legal persons, natural persons and organisations units conducting a business activity, identifying with the employers' movement, supporting the Association's objectives and declaring financial, material or any other form of support for the Association.
2. Supporting Members are accepted in the Association under the decision of the Management Board on the basis of the application filed by the entities interested in supporting membership.
3. Supporting Members are obliged to provide the forms of performance they declared, observe the Statutes and resolutions of the governing bodies of the Association.
4. A legal person or organisational unit without legal personality who is a Supporting Member participates in the work of the Association through its representatives.
5. Supporting Members have the right to:
 - a. participate in the work of the Association and its bodies in advising capacities,
 - b. use assistance and support of the Association in all matters falling within the objectives of the Association,
 - c. submit requests and postulates regarding activities of the Association,
 - d. receipt of source materials, studies and other information possessed by the Association and useful from the point of view of business activity.
 - e. use the Association's support in promotion of information on the entrepreneur's offer and acquisition of new business relations.
6. The right referred to in Section 5 Point e above can be exercised through conclusion of an additional individual agreement regulating the detailed obligations of the Association towards the Supporting Member.

§ 15

At the General Assembly, Supporting Members shall have a voting right that is of advising nature only.

§ 16

1. Supporting Membership shall cease as a result of:
 - a. resignation on the basis of a written declaration, subject to a 3-month notice, submitted upon clearance of all obligations towards the Association, with effect at the end of the month, unless all mutual obligations are settled earlier,
 - b. dissolution of the Association,
 - c. initiation of liquidation or declaration of bankruptcy of the Association member,
 - d. exclusion from the Association under a resolution of the Management Board,
2. The Management Board's resolution on exclusion can be appealed from to the General Assembly within 30 days from delivery of the Management Board's resolution on exclusion. The General Assembly shall adopt a resolution on this matter at its next meeting, no later, however, than within 6 months from the day of the Management Board's resolution. In the case of appeal from the Management Board's resolution on exclusion, the membership in the Association is suspended.

§ 17

1. Observing Members can be institutions, legal persons, natural persons and organisations units conducting a business activity, identifying with the employers' movement,

- supporting the Association's objectives and declaring financial, material or any other form of support for the Association.
2. Observing Members are accepted in the Association under the decision of the Management Board on the basis of the application filed by the entities interested in observing membership.
 3. Observing Members are obliged to provide the forms of performance they declared, observe the Statutes and resolutions of the governing bodies of the Association.
 4. A legal person or organisational unit without legal personality who is a Observing Member participates in the work of the Association through its representatives.
 5. Observing Members have the right to:
 - a. receipt of source materials, studies and other information possessed by the Association and useful from the point of view of business activity.
 - b. participation in the work of groups, teams and committees within the Association.
 - c. submittal of an application for reassignment of the membership type into Ordinary Membership or Supporting Membership after at least 6 months from obtaining the status of an Observing Member,
 - d. use the Association's support in promotion of information on the entrepreneur's offer and acquisition of new business relations.
 6. The right referred to in Section 5 Point d above can be exercised through conclusion of an additional individual agreement regulating the detailed obligations of the Association towards the Observing Member.

§ 18

The Observing Members have the right to participate in the General Assembly as observers.

§ 19

1. Observing Membership shall cease as a result of:
 - a resignation on the basis of a written declaration, subject to a 3-month notice, submitted upon clearance of all obligations towards the Association, with effect at the end of the month, unless all mutual obligations are settled earlier,
 - b dissolution of the Association,
 - c initiation of liquidation or declaration of bankruptcy of the Association member,
 - d exclusion from the Association under a resolution of the Management Board,
2. The Management Board's resolution on exclusion can be appealed from to the General Assembly within 30 days from delivery of the Management Board's resolution on exclusion. The General Assembly shall adopt a resolution on this matter at its next meeting, no later, however, than within 6 months from the day of the Management Board's resolution. In the case of appeal from the Management Board's resolution on exclusion, the membership in the Association is suspended.

§ 20

1. An Honorary Member can be a collective or individual entity, including also a natural person, who contributes to the development of the employers' organisation or has special merits related to pursuit of the Association's objectives.

2. Honorary Members are accepted under a unilateral resolution of the Management Board, based on a written application submitted by an Ordinary Member or Supporting Member, with justification.
3. Honorary Members have the right to:
 - a. participate in the work of the Association and its bodies in advising capacities,
 - b. use assistance and support of the Association in all matters falling within the objectives of the Association,
 - c. in justified cases - access to information regarding work and functioning of the Association,
 - d. submit requests and postulates regarding activities of the Association.
4. Honorary Members are released from the obligation to pay fees.

§ 21

At the General Assembly, Honorary Members shall have a voting right that is of advising nature only.

§ 22

1. Honorary Membership shall cease as a result of:
 - a. resignation on the basis of a written declaration,
 - b. dissolution of the Association,
 - c. death, initiation of liquidation or declaration of bankruptcy of the Association member,
 - d. exclusion from the Association under a unilateral resolution of the Management Board, only if the Honorary Member commits an act contradicting the basis for award of Honorary Membership.
2. The Management Board's resolution on exclusion can be appealed from to the General Assembly within 30 days from delivery of the Management Board's resolution on exclusion. The General Assembly shall adopt a resolution on this matter at its next meeting, no later, however, than within 6 months from the day of the Management Board's resolution. In the case of appeal from the Management Board's resolution on exclusion, the membership in the Association is suspended.

§ 23

Membership may cease by exclusion in the following cases:

1. failure to observe the provisions of the Statutes and resolutions of the governing bodies of the Association,
2. the Member conducts its activity to the detriment of the interests of the Association,
3. acting to the detriment of the Association, acting in breach of the law, determined regulations or professional ethics,
4. persistent failure to participate in the work of the Association,
5. failure to pay membership fees for at least 3 months.

Chapter 4 **Bodies of the Association**

§ 24

The bodies of the Association are:

1. General Assembly,
2. Management Board,

3. Council,
4. Audit Committee.

§ 25

1. The bodies of the Association act under the Statutes and regulations adopted by them.
2. The bodies of the Association can make decisions and adopt resolutions by way of voting at a meeting - in person or by ballot, or by means of remote voting in writing, in a documented or electronic form.

§ 26

1. The General Assembly is the supreme body of the Association.
2. The meetings of the General Assembly shall be held at least once in a calendar year. The General Assembly at which resolutions on the matters specified in § 28 Points 2 and 5 are to be adopted shall take place no later than to 30 June.
3. The General Assembly shall be convened by the Management Board.
4. The Management Board shall notify the Members of the date, place and agenda of the General Assembly at least 14 days prior to the set date of the General Assembly, to the e-mail address specified by the Association Member or by postal mail.
5. The General Assembly can be convened in the extraordinary mode on request of the Management Board, Audit Committee or at least 1/4 of all members.
6. The Management Board shall convene the General Assembly within 30 days from receipt of the request referred to in Section 5 above. The provision of § 26 Section 4 shall apply *mutatis mutandis*.

§ 27

1. The General Assembly shall be held on the first set meeting date with presence of at least 1/2 of Ordinary Members or their representatives.
2. The General Assembly shall be held on the second set meeting date regardless of the number of present Ordinary Members or their representatives.
3. The first and second set meeting date of the General Assembly shall be each time specified in the notice of convention of the General Assembly.

§ 28

The powers of the General Assembly include:

1. determination of directions of activity of the Association,
2. evaluation of the work of the Management Board and acceptance of the reports of the Management Board, Council and Audit Committee,
3. acknowledgement of fulfilment of obligations by the leaving Management Board,
4. election and dismissal of the Members of the Management Board and other members of the Management Board and members of the Audit Committee,
5. adoption of resolutions approving the financial statements,
6. adoption of resolutions on amendment of the Statutes,
7. adoption of resolutions on establishment and amendment of the Council Regulations,
8. adoption of resolutions on joining other national and foreign organisations,
9. review of appeals from the resolutions of decisions of the Management Board or other statutory bodies of the Association,
10. decisions on all matters not reserved in the Statutes to the powers of other bodies of the Association,
11. adoption of the resolution on dissolution of the Association.

§ 29

1. The resolutions of the General Assembly are adopted on the first set meeting date with simple majority of votes with presence of at least a half of the Ordinary Members.
2. The resolutions of the General Assembly are adopted on the second set meeting date with simple majority of votes of the present Ordinary Members.
3. Each Association Member having a casting vote shall be entitled to one vote only.
4. The resolutions of the General Assembly can be adopted by way of written, documented or electronic individual collection of votes. The condition for adoption of a resolution in this mode is notifying all Members authorised to voting of the content of the adopted resolution.
5. Voting in the mode specified in Section 4 above shall last for 7 days from the day of notification of the content. The Members shall be notified of the results of voting in the mode specified in Section 4 above to the specified e-mail addresses or by postal mail.

§ 30

1. The Management Board shall be composed of not more than 3 persons.
2. The President of the Management Board shall be elected by the General Assembly in secret voting. The General Assembly can order open voting.
3. The Management Board shall be appointed for an indefinite period of time. Should a member of the Management Board vacate its position due to dismissal, resignation or due to other reasons, the General Assembly can supplement the composition of the Management Board, if needed.
4. The mandate of the member of the Management Board shall expire due to:
 - a. death of the member of the Management Board,
 - b. written resignation of the member of the Management Board,
 - c. dismissal by the General Assembly,
5. The work of the Management Board shall be chaired by the President of the Management Board, substituted in special situations by the Vice-President of the Management Board. The Vice-President of the Management Board shall be appointed under a resolution of the Management Board.
6. The members of the Management Board can act in the said capacity under a contract of employment or other contracts specifying the rights and duties of the Management Board, or under an appointing resolution, and they can receive remuneration thereunder.

§ 31

The powers of the Management Board include:

1. managing the activity of the Association and representing it before third parties,
2. execution of the resolutions of the General Assembly,
3. execution of the resolutions of the Council approved by the General Assembly,
4. making decisions regarding financial and property matters, conclusion of contracts, including contracts regarding employment of employees and remuneration of persons fulfilling various functions in the Association,
5. acceptance and exclusion of Association Members,
6. resolution of disputes between Association Members,
7. determination of the value of membership fees,
8. appointment and dismissal of proxies, determining their scope of competences,
9. preparation of annual financial statements and reports on the operation of the Association,
10. notifying the register court of each amendment of the Statutes and filing of explanations and all documents with the registry court.

§ 32

The persons authorised to submit declarations of intent, including contracting of financial liabilities, on behalf of the Management Board shall be the President of the Management Board individually or two members of the Management Board acting jointly.

§ 33

1. The meetings of the Management Board shall be convened by the President or Vice-President of the Management Board when needed, on their own initiative or on request of another member of the Management Board.
2. The resolutions of the Management Board shall be adopted with a simple majority of votes. In the case of an equal number of votes, the President of the Management Board, and if absent - the Vice-President of the Management Board chairing the meeting, shall have the casting vote.
3. The resolutions of the Management Board can be adopted by way of written, documented or electronic individual collection of votes. The condition for adoption of a resolution in this mode is notifying all members of the Management Board of the content of the adopted resolution.
4. Voting in the mode specified in Section 3 above shall last for 3 days from the day of notification of the content. The members of the Management Board shall be notified of the results of voting in the mode specified in Section 3 above to the specified e-mail addresses or by postal mail.
5. The President of the Management Board can make decisions individually in matters of ordinary management. As regards other matters, where the interest of the Association so requires, the President of the Management Board can make decisions individually, provided, however, that other members of the Management Board are notified and given the right to raise objections - in which case execution of the decision shall be suspended.

§ 34

The Council shall be appointed for the purpose of determination of market standards, creation and approval of model best practice and codes of best practise.

§ 35

1. The Council shall be composed of Council Members appointed by the Association Members.
2. Ordinary Members, Supporting Members, Observing Members and Honorary Members can appoint their representatives to sit on the Council.
3. The Council shall elect its Chair from among its Members to manage its substantive work; the Council Chair can use the support of the Council Secretary.
4. Responsibility for the organisational issues related to the Council meetings shall lie with the Council Secretary who shall always be the President of the Management Board or a person appointed by the President.
5. The Council shall be appointed for an indefinite period of time.
6. Membership in the Council expires due to:
 - a. death of the Council Member,
 - b. resignation of the Council Member,
 - c. dismissal by the designating Member,
 - d. dismissal by the General Assembly,
 - e. crossing out from the composition of the Council under a decision of the Association's Management Board, in justified cases, if the interest of the Association so requires; such a decision can be appealed from the General Assembly.

§ 36

The powers of the Council include:

1. Discussions regarding the market situation and practices of its participants,
2. Issue of recommendations, positions and opinions regarding best practice and application of the principles of mercantile fairness, be it in relation to clients, contractors or competitors,
3. Adoption of resolutions regarding establishment of model conduct, best practice and codes of best practice.

§ 37

1. The meetings of the Council shall be appointed by the Council Chair or Secretary, on their own initiative or on request of a Council Member, whenever needed.
2. The resolutions of the Council shall be adopted with simple majority of votes, and the Council Members shall vote on behalf of the Association Members who designated them to sit on the Council.
3. The strength of the vote of the Council Members designated by a Member depends on the Member's seniority in the Association, as determined in detail in the Council Regulations adopted by the General Assembly of the Association.
4. The resolutions of the Council can be adopted by way of written, documented or electronic individual collection of votes. The condition for adoption of a resolution in this mode is notifying all Council Members of the content of the adopted resolution.
5. Voting in the mode specified in Section 4 above shall last for 14 days from the day of notification of the content. The Council Members shall be notified of the results of voting in the mode specified in Section 4 above to the specified e-mail addresses or by postal mail.
6. The Council can appoint Standing Committees and Special Committees to resolve specific matters and issues. Each Committee can elect a Chair to manage its work with assistance of the Council Secretary or a person appointed by same.
7. The Committees shall adopt resolutions on terms analogous to the terms of voting applicable to the Council.
8. The resolutions of the Council or Council Committee, subject to approval by the General Assembly, shall be executed by the Association's Management Board.

§ 38

The Audit Committee shall be appointed to control the activity of the Association.

§ 39

1. The Audit Committee shall be composed of 3 persons.
2. The Audit Committee shall be appointed by the General Assembly from among the Members of the Association or persons authorised to represent the Members of the Association in secret voting. The General Assembly can order open voting.
3. The Audit Committee shall be appointed for an indefinite period of time. Should a member of the General Assembly vacate its position due to dismissal, resignation or due to other reasons, the General Assembly shall supplement the composition of the Audit Committee.
4. The mandate of the member of the Audit Committee shall expire due to:
 - a. death of the member of the Audit Committee,
 - b. resignation of the member of the Audit Committee,
 - c. dismissal by the General Assembly,
5. A member of the Audit Committee cannot be a member of the Management Board at the same time.

§ 40

The powers of the Audit Committee include:

1. control of the activity of the Association, including its Management Board, with special consideration given to its financial activities,
2. reporting identified irregularities to the Management Board and General Assembly,
3. issue of opinions on the reports of the Management Board,
4. preparation of reports on its operation.
5. submittal of requests at the General Assembly regarding acknowledgement or refusal to acknowledge fulfilment of obligations by the Management Board.

§ 41

1. The meetings of the Audit Committee shall be convened by a member of the Audit Committee, whenever needed.
2. The resolutions of the Audit Committee shall be adopted with simple majority of votes in the presence of at least a half of the members of the Audit Committee.
3. The resolutions of the Audit Committee can be adopted by way of written, documented or electronic individual collection of votes. The condition for adoption of a resolution in this mode is notifying all members of the Audit Committee of the content of the adopted resolution.
4. Voting in the mode specified in Section 3 above shall last for 7 days from the day of notification of the content. The members of the Audit Committee shall be notified of the results of voting in the mode specified in Section 3 above to the specified e-mail addresses or by postal mail.

Chapter 5 Association's Assets

§ 42

The assets of the Association comprise real properties, movable property, shares in companies and proprietary copyrights.

§ 43

The sources of the Association's assets include:

1. membership fees and targeted donations,
2. donations, bequests and inheritances,
3. proceeds from the statutory activity of the Association,
4. donations and subsidies,
5. public generosity and public fundraising,
6. proceeds from charity events,
7. shares, dividends, interest on loans and term deposits, sponsoring.

§ 44

The assets of the Association shall be managed by the Management Board.

§ 45

1. The newly admitted Members shall pay membership fees within 14 days from the day of receipt of the notice of acceptance as an Association Member.
2. The value of the Members' fees shall be determined by the Management Board.

Chapter 6

Amendment of the Statutes, Dissolution of the Association

§ 46

The resolution on amendment of the Statutes or dissolution of the Association can be adopted by the General Assembly on the 1st set meeting date with 2/3 majority of votes, subject to presence of at least a half of the Members authorised to voting, or on the 2nd set meeting date with 2/3 majority of votes of the Members present at the meeting. The provisions of § 29 Sections 4 and 5 apply *mutatis mutandis*.

§ 47

1. The resolution of the General Assembly on dissolution of the Association shall determine the method of allocation of its assets.
2. The liquidators shall be the members of the Association's Management Board, unless the General Assembly appoints other liquidators.

§ 48

In all matters not regulated by these Statutes, the provisions of the Act on Employers' Organisation of 23 May 1991 (consolidated text: Journal of Laws of 2019, item 1809, as amended) shall apply.