

STATUTE

ASEMEA

Tech Alliance

Preamble

The aim of the ASEMEA Tech Alliance is to support activities resulting from the potential of the Polish IT sector on the markets of the Kingdom of Saudi Arabia and other Middle Eastern countries.

Chapter 1

General provisions

§1

The association operating under this Statute ("Statute") is called ASEMEA Tech Alliance.

§2

1. The area of operation of the Association is the territory of the Republic of Poland, and its seat is the capital city of Warsaw.
2. To achieve its goals, the Association may operate in another country, respecting the law of that country.

§3

1. The association bases its activities on the social work of its members.
2. To conduct matters related to its activities, the Association may, if necessary, employ employees, including its members.

§4

1. The association is established for an unlimited period of time.
2. The Association is a legal entity and is registered in the National Court Register.
3. The Association may be a member of other national and international organizations and institutions with similar goals, as well as cooperate with them.
4. In matters not regulated in this Statute, the provisions of the Law on Associations of April 7, 1989 shall apply. (Journal of Laws No. 20, item 104, as amended).

§5

The aim of the Association is to provide institutional and relational support to companies and institutions from the IT sector operating in Poland, the Kingdom of Saudi Arabia and other Middle Eastern countries.

Chapter 2

Goals and ways of achieving them

§6

The action referred to in § 5 means:

- 1) monitoring trends and expectations of the IT industry in the Middle East;
- 2) building and strengthening ties with entrepreneurs, active business communities, authorities, state, local government and social institutions; organizations and other domestic, foreign and international persons or entities;
- 3) strengthening international cooperation on matters of common interest;
- 4) inspiring, supporting and promoting active cooperation and mutual assistance;
- 5) initiating and supporting activities for the exchange of knowledge in the field of economic, legal, cultural and educational information;
- 6) supporting members of the Association in Poland and abroad in relations with other persons and entities mentioned above, including contacting them in matters related to the interests of members of the Association.

§7

The Association pursues its goals through:

1. Integration of its members and supporting activities promoting the Association's members;
2. Conducting economic analyses, outbound and inbound missions;
3. Dissemination of information about the state of economic development and the conditions for establishing and running a business in Poland and abroad;
4. Taking a position and shaping public opinion on matters relating to foreign cooperation or the interests of Association members;
5. Presenting opinions on matters related to the Association's activities;
6. Delegating your representatives to advisory bodies of public authorities;
7. Taking a position in public debate on matters related to the objectives of the Association;
8. Inspiring economic initiatives and providing organizational, legal, economic and technical advice;
9. Issuing, publishing or disseminating informational and promotional, educational and training as well as informational and legal materials;
10. Organizing press conferences, information seminars, thematic meetings, symposia, conferences, business meetings, discussions, exhibitions and other promotional events, as well as participation in such events in Poland and abroad;
11. Organizing, supporting and participating in educational initiatives, including training and courses;

12. Conducting activities in the field of media, events, training and publishing activities in all forms, as well as activities of commercial organizations and employers;
13. Conducting scientific and social research;
14. Funding scholarships;
15. Acting as a party when required by the public interest in proceedings related to the statutory objectives of the Association;
16. Participation in the creation and review of law regarding the statutory objectives of the Association;
17. Appointing commissions, committees, teams, working groups, etc. of an internal nature for the development of individual projects;
18. Supporting the economic initiatives of the Association's members, including collecting and disseminating supporting information;
19. Providing assistance to Association members in various forms of marketing and consulting activities in order to enter the Polish or foreign market or in carrying out current activities;
20. Supporting or representing members of the Association in proceedings pending before government or local government administration bodies in Poland and abroad, as well as before judicial authorities;
21. Representing members of the Association towards entities from Middle Eastern countries on the basis of separate authorizations, after the consent of the Management Board of the Association and in the absence of objections from the Council of Members of the Association;
22. Opening Association offices in Middle Eastern countries if there is such demand and legal and financial possibilities.

Chapter 3

Members of the Association

§8

1. The members of the Association are divided into:
 - 1) ordinary members,
 - 2) supporting members,
 - 3) honorary members.
2. Members of the Association may be natural persons (Polish citizens and foreigners, regardless of place of residence) and legal persons (Polish and foreign).
3. Subject to the following sentence, a legal person may only be a supporting member of the Association. A legal person may be an honorary member of the Association if, in a given case, the Management Board decides so in the form of a resolution.
4. Subject to section 7 of this paragraph, ordinary membership is established on the day the Management Board adopts a resolution on admission to the membership of the Association, after the candidate meets all of the following conditions:

- 1) submitting a written membership declaration according to the template specified by the Management Board,
 - 2) presenting a positive written opinion of 1 (in words: one) member of the Association,
 - 3) payment of the initial fee.
5. The General Meeting of Members of the Association determines the amount of the initial fee referred to in section 4 point 3) of this paragraph. Moreover, the General Meeting may introduce an obligation for specific members, with the exception of honorary members, to pay a periodic membership fee, specifying its amount and payment rules.
6. A supporting member of the Association may be a natural or legal person who declares financial, material or substantive assistance in achieving the Association's objectives or who supports the Association's activities in another form.
7. Supporting members are accepted by the Management Board in the form of a resolution, after the candidate submits a written membership declaration according to the template specified by the Management Board.
8. An honorary member of the Association may be a natural person, and if the Management Board so decides in a given case, also a legal person who has made an outstanding contribution to the activities or development of the Association or has otherwise made special contributions to the Association or has outstanding achievements and an impeccable reputation.
9. Honorary members are accepted after the adoption of an appropriate resolution by the Management Board at the request of 2 (in words: two) members of the Association after obtaining the written consent of such a person to be appointed as honorary members of the Association.
10. The Management Board shall notify the interested party in writing or electronically of each resolution on admission or refusal to be a member of the Association.
11. Ordinary members have the right to:
- 1) participate in General Meetings of Members with a voting vote;
 - 2) participate passively and actively in elections to the Association's authorities;
 - 3) use the achievements, assets and all forms of activities of the Association;
 - 4) take active part in all forms of activities of the Association, including meetings, lectures and events organized by the Association;
 - 5) submit motions and demands to the Association's authorities regarding the Association's activities and request information on how to deal with them and evaluate the activities of the Association's authorities;
 - 6) receive assistance from the Association's authorities in the implementation of statutory tasks;
 - 7) exercise other rights arising from the statutory activities of the Association.
12. An ordinary member may grant a written power of attorney to a person with full legal capacity to exercise the powers referred to in section 11 above, with the exception of the right to be elected to the Association's authorities and with the exception of voting at the General Meeting on matters included in the agenda at the General Meeting.
13. Ordinary members are obliged to:
- 1) participate in the activities of the Association and achieve its goals,
 - 2) caring for the welfare and development of the Association,

- 3) compliance with the Statute and resolutions of the Association's authorities,
 - 4) regular payment of membership fees, if introduced.
14. Supporting and honorary members do not have passive or active voting rights, and at the General Meeting they have only an advisory vote, and otherwise have the same rights as ordinary members.
15. A supporting member is obliged to fulfill the declared benefits and comply with the Statute and resolutions of the Association's authorities.
16. Membership loss occurs as a result of:
- 1) written resignation submitted to the Management Board;
 - 2) exclusions by the Management Board:
 - a) due to violation of the Statute and failure to comply with resolutions of the Association's authorities,
 - b) due to persistent failure to participate in the Association's activities,
 - c) due to non-payment of membership fees for a period of at least half a year (if introduced),
 - d) upon a written, justified request of 3 (in words: three) members of the Association,
 - e) for other important reasons that prevent a given person from remaining a member of the Association;
 - 3) loss of public rights pursuant to a final court judgment;
 - 4) death of a member or loss of legal personality by a member - a legal person.
 - 5) Loss of membership due to exclusion by the Management Board for the reasons referred to in point 2) letter a) - c) may take place after calling on the member concerned to abandon or remedy the violations and setting an appropriate deadline for this purpose, under penalty of being deprived of membership after the ineffective expiry of the above-mentioned deadline.
17. The resolution of the Management Board regarding the loss of membership is made in writing along with a justification. The resolution is delivered to the correspondence address or e-mail address of the interested person provided in the membership declaration.
18. Loss of membership due to a reason other than the death of a member does not exempt you from paying outstanding membership fees (if any) and any obligations incurred towards the Association.

Chapter 4

Authorities of the Association

General Provisions

§9

1. The authorities of the Association are:
 - 1) General Meeting of Members ("General Meeting"),
 - 2) Management Board of the Association ("Board"),
 - 3) Council of Members of the Association ("Council").

2. The election of Members of the Management Board and the Council is made from among candidates - members of the Association who have expressed oral or written consent to stand as candidates.
3. Members of the Management Board and the Council are appointed for a total term of office of 5 years (in words: five years) and are elected by the General Meeting by an absolute majority of votes in a secret ballot, unless more than half of the members entitled to vote participating in the General Meeting are in favor of elections by open ballot.
4. Resolutions of all Association authorities are adopted in open votes by a simple majority of votes in the presence of at least half of the members of a given authority, duly notified and entitled to vote, unless the Statute provides otherwise.

General Meeting of Members

§10

1. The highest authority of the Association is the General Meeting.
2. The General Meeting is attended by ordinary members with a voting vote and supporting members, honorary members and invited guests with an advisory vote.
3. The General Meeting may be ordinary or extraordinary. Meetings are held in Warsaw or elsewhere in the country. With the consent (written or sent by e-mail) of all ordinary members, the General Meeting may be held abroad. Meetings may also be held using electronic means of communication. The decision on the form and place of holding the Members' Meeting is made by the convening body.
4. The Ordinary General Meeting is convened once a year by the Management Board.
5. An Extraordinary General Meeting may be held at any time and is convened by the Management Board:
 - 1) on your own initiative,
 - 2) at the written request of the Council,
 - 3) at the written request of at least 1/3 of the total number of members of the Association.
6. The Management Board is obliged to convene an Extraordinary General Meeting in order to supplement the composition of the Association's authorities within 30 (in words: thirty) days from the date of reduction in the composition of the authorities.
7. The General Meeting is convened by the Council when:
 - 1) The Management Board will not convene the Ordinary General Meeting within 30 (say: thirty) days from the expiry of 1 (one) year from the date of the previous Ordinary General Meeting;
 - 2) The Management Board will not convene the Extraordinary General Meeting within 30 (say: thirty) days from the date of submission of the application referred to in section 5 points 2 and 3 of this paragraph;
 - 3) The Management Board will not convene an Extraordinary General Meeting in the cases and on the date specified in section 6 of this paragraph.

8. The body convening the General Meeting should notify all members of the Association about its date and the proposed agenda no later than 7 days before this date. The notification is delivered to the correspondence address or e-mail address provided by the member in the membership declaration.
9. The agenda may be changed or extended by the General Meeting, unless at least 2 (in words: two) members entitled to vote participating in the General Meeting raise an objection.
10. The competences of the General Meeting include:
 - 1) defining the main directions of operation and development of the Association,
 - 2) adopting changes to the Statute,
 - 3) election and dismissal of all Association authorities,
 - 4) supplementing the composition of the Association's authorities,
 - 5) granting discharge to the Management Board at the request of the Council of Members,
 - 6) considering reports on the activities of the Management Board and the Council of Members,
 - 7) adopting the Association's budget,
 - 8) considering and approving reports of the Association's authorities,
 - 9) considering applications and demands submitted by members of the Association or its authorities,
 - 10) changing the amount of the initial fee and introducing the obligation to pay a membership fee along with determining its amount,
 - 11) adopting a resolution on the dissolution of the Association and the allocation of its assets,
 - 12) deciding on all matters not reserved by the provisions of the Statute to the competence of other authorities of the Association,
 - 13) deciding on other matters if this results from the provisions of the Statute.

Association Management Board

§11

1. The Management Board manages all activities of the Association and represents it externally.
2. A member of the Management Board may receive remuneration for activities performed in connection with his/her function. The principles or amount of remuneration are determined by the Council.
3. The Management Board consists of 2 (in words: two) to 3 (in words: three) Members, including the President and Vice-President of the Management Board.
4. Persons convicted by a final judgment of an intentional crime prosecuted by public prosecution or a fiscal offense cannot be members of the Management Board.
5. Each member of the Association's Management Board is entitled to submit declarations of will on behalf of the Association in all matters, including representation, incurring financial obligations, concluding contracts, and granting powers of attorney.

§12

1. Meetings of the Management Board are held as needed.
2. Meetings of the Management Board are convened by the President, and in his absence, by the Vice-President of the Management Board, at least 3 (say: three) days before the meeting, using means of direct distance communication. For important reasons, the person convening the Management Board meeting may shorten the above-mentioned deadline to 1 day. If all members of the Management Board are present, the meeting may be held without being formally convened.
3. In the event of equal distribution of votes, the President's vote is decisive.

§13

The competences of the Management Board include:

- 1) managing the current activities of the Association in accordance with the statutory objectives and representing the Association externally,
- 2) implementing resolutions of the General Meeting,
- 3) preparing work plans and budget of the Association,
- 4) managing the Association's assets,
- 5) adopting resolutions on the acquisition, disposal or encumbrance of the Association's assets,
- 6) in special cases, exempting members from the obligation to pay membership fees,
- 7) employing the Association's employees and establishing the rules or amounts of their remuneration,
- 8) convening the General Meeting,
- 9) expressing consent for the Association to represent its members towards entities from Middle Eastern countries,
- 10) submitting reports on its activities at the General Meeting,
- 11) admission and removal of members of the Association,
- 12) making decisions on other matters, if this results from the provisions of the Statute.

Council of Members of the Association

§14

1. The Council is the supervisory body of the Association.
2. The Council consists of 3 to 5 people, including the Chairman, elected by the Council members.
3. The Council is independent from the Management Board, and Council members cannot be members of the Management Board.
4. The Council's competences include:
 - 1) control of the Management Board's activities in terms of compliance with the Statute and implementation of resolutions of the General Meeting,

- 2) control of the Association's financial management, the state of its assets and the methods of managing these assets by the Management Board,
 - 3) considering appeals in the cases specified in the Statute,
 - 4) submitting audit proposals at the General Meeting,
 - 5) the right to request the convening of the General Meeting and the Management Board meeting,
 - 6) convening the General Meeting of Members in the case specified in § 10 section 7 of the Statute,
 - 7) submitting applications for discharge of the Management Board to the General Meeting,
 - 8) submitting reports on its activities at the General Meeting.
5. The Council has the right to object to the Management Board's consent to the Association representing its member towards entities from Middle Eastern countries. The Council's opposition is final. Lack of objection within 7 days of receiving appropriate information from the Management Board constitutes the Council's consent to the above action.

§15

In agreements between the Association and a member of the Management Board and in disputes with him, the Association is represented by a member of the Council indicated in the relevant resolution of the Council or a proxy appointed by a resolution of the General Meeting.

§16

1. Subject to the general principles arising from mandatory provisions of law, the members of the Management Board are responsible for the public law obligations of the Association in accordance with the provisions of this paragraph. At the same time, for the avoidance of doubt, it is confirmed that Members of the Association who are not members of the Management Board are not liable for the obligations of the Association.
2. Members of the Management Board are responsible for the public law obligations of the Association that arose while serving as Members of the Management Board.
3. Members of the Management Board are jointly responsible for the Association's obligations.

Chapter 6

Assets and funds of the Association

§17

1. The assets of the Association are created from membership fees (if such an obligation is introduced by the Management Board), donations, inheritances,

bequests, income from its own activities, income from the Association's assets and public donations. The Association, in compliance with applicable regulations, may accept donations, inheritances and bequests and benefit from public donations.

2. All funds may only be kept in the Association's bank account.
3. The Association conducts financial management in accordance with applicable law.
4. Decisions regarding the acquisition, disposal and encumbrance of the Association's assets are made by the Management Board in accordance with the principles provided for in §11 of the Statute.

Chapter 7

Change of the Statute and dissolution of the Association

§18

1. The resolution on amending the Statute and the resolution on dissolving the Association is adopted by the General Meeting by a qualified majority of votes - (2/3), with the presence of at least half of those entitled to vote.
2. When adopting a resolution to dissolve the Association, the General Meeting appoints a liquidator, determines the method of liquidation of the Association and the allocation of the Association's assets.