

**ARTICLES OF ASSOCIATION
OF POLISH CONFEDERATION LEWIATAN**

GENERAL PROVISIONS

Article 1.

1. The Polish Confederation Lewiatan, hereinafter referred to as “Confederation”, is an organisation of employers within the meaning of the Act of 23 May 1991 concerning organisations of employers (Journal of Laws No. 55 of 1991, item 235, as amended).
2. The Confederation is a voluntary, self-governing organisation independent within its statutory activities of the public authorities and political, social, and professional organisations.
3. The Confederation also uses the name in English, i.e. “Polish Confederation Lewiatan”.

Article 2.

1. The Confederation shall operate in the Republic of Polish and abroad, in accordance with the applicable Polish law and the law of a country in which it operates.
2. The Confederation’s registered office shall be located in Warsaw.
3. The Confederation may establish foreign representations.

Article 3.

1. The Confederation also operates in the international forum.
2. The Confederation may join international organisations.

**KEY OBJECTIVES AND TASKS OF THE CONFEDERATION,
AND METHODS AND FORMS OF IMPLEMENTATION THEREOF**

Article 4.

The main objectives of the Confederation shall be, as follows:

1. to protect the rights and represent the interests of the affiliated organisations of employers before trade unions and public authorities;
2. to perform activities in favour of the labour market development and anti-unemployment.

Article 5.

The tasks of the Confederation shall include, in particular:

1. to represent social and economic interests of affiliated employers at the national level;
2. to unite employers and organisations of employers around the efforts aimed at the economic development and the fulfilment of common interests of employers;
3. to influence the development of the economic and social legislation supporting the harmonious development of the Polish economy and the employment relationships, and taking into account the rights and interests of affiliated employers;
4. to support activities of the associated organisations in the implementation of their statutory demands, particularly, their bargaining arrangements and other collective bargaining, and to assist them in their collective labour disputes;
5. to cooperate with other organisations of employers, and domestic and foreign business organisations;
6. to take measures to cooperate with trade unions and other professional organisations of workers, especially in order to promote the harmonious development of the economy and the employment relationships, and create and maintain social peace;
7. to take initiatives and measures to raise the level of education, skills and knowledge of Polish employers in respect of the employment relationships, law, organisation, economics, engineering, and technology;

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8. to support the integration of the Polish economy with the European Union, and to facilitate the establishment of international contacts and economic cooperation with foreign partners for the affiliated organisations and employers;
 9. to take actions to create and develop institutions of amicable settlement of property disputes.

Article 6.

The objectives and tasks of the Confederation shall be implemented by:

1. presenting opinions on matters related to the economy and employment relationships;
2. applying to public authorities and judicial authorities in cases concerning the affiliated organisations, and rights and interests of employers;
3. providing opinions on assumptions and drafts of acts and administrative acts to laws covered by the tasks of the organisation of employers;
4. being involved in negotiations, in particular, to enter into collective labour agreements and other agreements, and to resolve collective labour disputes;
5. delegating its representatives to advisory bodies of public authorities and judicial authorities, and also other entities in which, pursuant to separate provisions, representatives of organisations of employers have the right to have their representation;
6. inspiring business initiatives and advising on organisational, legal, economic, and technical matters;
7. doing research work in the field of employment relationships and the economy;
8. disseminating economic, legal, organisational, and technical knowledge and the knowledge in the field of employment relationships, and also promoting publications on these issues;
9. organising and promoting training of employers, managers, and economic activists, and organising seminars, conferences, and other forms of exchange of views and experiences of employers;
10. organising meetings and other forms of contact of with representatives of trade unions and other professional organisations of employees;

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11. organising advisory teams and hiring staff and experts to carry out the statutory tasks;
 12. being involved in legal proceedings affecting the rights of employers;
 13. establishing employment agencies;
 14. cooperating with public employment services, Voluntary Labour Corps (OHP), and other labour market institutions;
 15. cooperating with universities, vocational schools, and other training institutions in adapting vocational training to the labour market needs.

MEMBERSHIP

Article 7.

The members of the Confederation may be employers' associations, federations of employers' associations, and other organisations operating in the Republic of Poland, and employers having a special economic position and importance in respect to the employment relationships.

Article 8.

1. The members shall be admitted by the Management Board of the Confederation upon a written request of any interested organisation or employer. A resolution of the Management Board shall be passed no later than one month of submitting such a request.
2. If the request is rejected, the applicant shall have the right to appeal to the General Council of the Confederation. The General Council shall pass a resolution thereon at its nearest meeting, however, no later than within six months of passing the resolution by the Management Board.

Article 9.

The members of the Confederation shall have the right to:

1. participate in the work of the Confederation and its bodies;

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2. benefit from the support of the Confederation in all matters covered by these Articles of Association;
 3. access all information relating to the Confederation;
 4. submit proposals concerning the activities of the Confederation.

Article 10.

The members of the Confederation shall be obliged to:

1. participate in the work of the Confederation;
2. comply with the Articles of Association of the Confederation, and the resolutions and regulations adopted by its bodies;
3. pay fees in time;
4. provide the Confederation's bodies with information necessary for its activities;
5. assist the Confederation in the performance of its statutory tasks.

Article 10¹.

1. A member of the Confederation, who finds its membership rights violated, may submit their case supported by a relevant proposal to the Management Board of the Confederation;
2. The Management Board shall decide in the case referred to in par. 1 within one month of submitting a resolution passed by a majority of 2/3 of votes in the presence at least 1/2 of its members;
3. Each resolution of the Management Board may be appealed against to the General Council. The General Council shall pass a resolution thereon at its nearest meeting, however, no later than within six months of passing the resolution by the Management Board.

Article 10².

1. In the event the prerequisites set out in paragraph 2 occur, a member of the Confederation may apply for a reduction of or a temporary exemption from the obligation to pay fees.

2. Such a reduction of or temporary exemption from the obligation to pay fees may be made in the following cases:
 - a) difficult financial situation of a member of the Confederation;
 - b) the functioning conditions of an industry, in which a member of the Confederation operates, have worsened due to a recession or the introduction of unfavourable regulations;
 - c) the development and the acquisition needs of a Confederation's member.
3. An application for a reduction of or a temporary exemption from the obligation to pay fees along with reasons shall be examined by the Management Board. Each resolution of the Management Board may be appealed against to the General Council. The provisions of Article 19² shall apply respectively. A resolution of the Board may reduce the fee or exempt from the obligation to pay a fee of a member of the Confederation for a period of no more than 12 months.

Article 11.

1. The membership in the Confederation shall cease in the following cases:
 - a. a member withdraws from the Confederation;
 - b. the Confederation is dissolved;
 - c. a member is excluded from the Confederation by the Management Board in the following case:
 - a member acted to the detriment of the Confederation;
 - a member evaded the payment of membership fees for a period of more than one year;
 - d. a Confederation's member is liquidated.
2. A Confederation Withdrawal Statement shall be submitted at least six months before the end of a calendar year, i.e. no later than on 30 June, in writing with the effect at the end of a calendar year in which such a statement was made.
3. The exclusion takes place according to a Management Board's resolution, adopted by a majority of 2/3 of votes in the presence of at least 1/2 of the members of the Management Board.

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4. A resolution of the Management Board concerning the exclusion may be appealed against to the General Council. The General Council shall pass a resolution thereon at its nearest meeting, however, no later than within six months of passing the resolution by the Management Board. Until a meeting of the General Council, however, no longer than 6 months from the adoption of a resolution of the Management Board, such a member is suspended from their rights and obligations.
 5. In connection with the membership termination, a member shall have no claims to the assets of the Confederation.

Article 12.

1. A title of an honorary member of the Confederation shall be established.
2. An honorary member may be a natural person or an organisational unit operating in the area of the Republic of Poland that has contributed to the development of the employers' organisation.
3. A status of an honorary member shall be bestowed by the Management Board by means of a resolution.
4. The honorary members register shall be kept by the Office of the Confederation.

BODIES OF THE CONFEDERATION

Article 13.

1. The bodies of the Company shall be, as follows:
 - a. General Assembly;
 - b. General Council;
 - c. Advisory Board;
 - d. Management Board:
 - d¹. Presidium of the Management Board;
 - e. President.

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2. Resolutions of the collective bodies of the Confederation shall be passed in an open vote by an ordinary majority of votes, unless the Articles of Association provide otherwise.
 3. Decisions of the members of the Confederation shall be taken in secret ballot by an ordinary majority.

Article 14.

1. The General Assembly shall be the supreme body of the Confederation.
2. The General Assembly shall be convened once a year by the Management Board by notifying all members of a date, a place, proposed minutes, and draft resolutions thereof in any effective manner, in particular, by email, no later than 14 days prior to the commencement of the meeting.
3. The members of the Confederation shall be represented at the General Assembly by the relevant statutory authorities or representatives.
4. The General Assembly shall be attended by at least 1/2 of the members entitled to vote in the first period; and in the second period, which may be fixed an hour later on the same day, the General Assembly may debate regardless of the number of participants.
5. The General Assembly may be attended by the ordinary members of the Confederation and, with an advisory vote, the honorary members, guests invited, and the Managing Director.
6. The General Assembly shall express its will in the form of resolutions.
7. The Management Board may convene an Extraordinary General Assembly when it considers the convening of such an Assembly as necessary, and it is obliged to convene an Extraordinary General Assembly when a request for convening an Extraordinary General Assembly was submitted by at least 1/2 of the members of the General Council, within a non-negotiable deadline of two months from the date of the receipt of such a request.

Article 14¹.

1. Each ordinary member shall have one vote, subject to the provisions of paragraphs 2 and 3.
2. If an ordinary member paid, at the end of a calendar year preceding a year of a General Assembly, the annual fee of at least 200 times the average salary in the corporate sector in the

previous year based on the Main Statistics Office (GUS) data on average salaries in the corporate sector, such a member shall have 3 votes.

3. If an ordinary member paid, at the end of the calendar year preceding the year of the General Assembly, the annual fee of at least 100 times the average salary in the corporate sector in the previous year based on the GUS (Main Statistics Office) data on average salaries in the corporate sector, such a member shall have 2 votes.
4. The Management Board shall inform the members of the Confederation, referred to in paragraphs 2 and 3, of the number of their votes in a letter convening the General Assembly referred to in Art. 14 par. 2.

Article 15.

The General Assembly shall be empowered to, as follows:

1. elect the members of the General Council among the candidates put forward by the members of the Confederation;
2. dismiss the members of the General Council prior to the lapse of their term of office;
3. adopt programs of action of the Confederation;
4. adopt the Articles of Association and amendments thereto;
5. examine and approve reports of the General Council and acknowledge the fulfilment of duties by the members after the expiry of their term of office;
6. dissolve the Confederation and pass resolutions on the allocation and distribution of the Confederation's assets;
7. appoint the Confederation's Court of Arbitration.

Article 16.

1. The General Council shall be a body of the Confederation intended to supervise its work between meetings of the General Assembly.

2. The term of office of the General Council shall be 3 years.
3. The members of the General Council shall be the Chairperson and 6 to 38 members.
4. The General Council shall elect the Chairperson of the General Council from among its members.
5. The General Council may co-opt a new member by a majority of 2/3 of votes in the presence of at least 3/4 of the members of the General Council, subject to the provisions of Art. 16 par. 3.
6. A resolution on the new composition of the General Council under Art. 16 par. 5 shall be presented for approval at the next General Assembly. The General Assembly may abrogate the resolution of the General Council by a majority of 2/3 votes.
7. A member of the Confederation, who has a representative in the General Council, has the right to indicate an alternate member of the General Council. An alternate member of the General Council shall participate in its meetings, with the right to vote, in the absence of a member of the General Council replaced by such an alternate member.
8. A mandate of a member of the General Council shall expire as a result of the expiry of their term of office, and also in the following cases:
 - a. resignation from the General Council;
 - b. dismissal by the General Assembly;
 - c. death;
 - d. termination of the membership in the Confederation of a member whose representative holds the mandate in the General Council;
 - e. cancellation of an authorisation to represent a member of the Confederation in the General Council.
9. The meetings of the General Council shall be held at least three times a year and be convened by the Chairperson of the General Council.
10. Meetings of the General Council shall be chaired by the Chairperson of the General Council or a member of the General Council appointed by the Chairperson.

Article 17.

The General Council shall be empowered to, as follows:

1. elect the President of the Confederation among the candidates put forward by the members of the General Council;
2. dismiss the President of the Confederation prior to the lapse of their term of office;
3. elect 3 to 18 Vice-Presidents of the Confederation among the candidates put forward by the members of the General Council and the President of the Confederation;
4. dismiss the Vice-Presidents of the Confederation;
5. examine and approve the annual budget of the Confederation;
6. examine and approve the annual Management Board report on the Confederation's operations, examine and approve the financial statements, and acknowledge fulfilment of the duties of the members of the Management Board after the expiry of their term of office;
7. examine appeals against resolutions of the Management Board concerning either approval or dismissal of a member of the Confederation;
8. adopt and amend the internal regulations of the General Council;
9. supervise the Management Board activities.
10. *deleted*

Article 17¹.

1. The President of the Confederation shall appoint and dismiss the members of the Advisory Board.
2. The President of the Confederation shall convene the meetings of the Advisory Board.
3. The Advisory Board shall be an advisory body of the President of the Confederation.

Article 18.

1. The Management Board's term of office shall be three years.
2. The Management Board's members shall be the President and 3 to 18 Vice-Presidents.
3. The Management Board may co-opt a Vice-President by a majority of 2/3 of votes in the presence of at least 3/4 of the members of the Management Board, subject to the provisions of Art. 18 par. 2.
4. Information on changes in the composition of the Management Board made pursuant to Art. 18 par. 3 shall be provided by the Confederation's President to the General Council for approval. The General Council by a majority of 2/3 of votes may reverse a co-optation decision of the Management Board.
5. The meetings of the Management Board shall be held at least once every two months.
6. The meetings of the Management Board shall be chaired by the President of the Confederation, and in their absence, a Vice-President of the Confederacy appointed by the President. In the absence of a Vice-President appointed by the President of the Confederation, a meeting of the Management Board shall be chaired by a Vice-President elected from among the present members of the Management Board.
7. A mandate of a member of the Management Board shall expire as a result of the expiry of their term of office, and also in the following cases:
 - a. resignation from the Management Board;
 - b. dismissal by the General Council;
 - c. death;
 - d. cancellation of an authorisation to represent a member of the Confederation in the Management Board.

Article 18¹.

A member of the Management Board may, for important reasons, suspend, upon the consent of the Management Board, performing their functions for a period of no more than 6 months. During the suspension period, a member of the Management Board shall not be involved in and notified of the meetings of the Management Board.

Article 19.

The Management Board shall be empowered to, as follows:

1. prepare drafts and plans of the Confederation's operations;
2. develop draft budgets and financial policy assumptions, and implement the budget adopted by the General Council;
3. submit annual reports on the Confederation's activities and financial statements to the General Council;
4. determine an admission fee and a membership fee, and the terms of payment, whereas, each resolution on an admission fee and a membership fee shall be presented at the nearest meeting of the General Council pursuant to Art. 19²;
5. adopt the internal regulations of the Management Board;
6. adopt resolutions on the establishment of funds;
7. approve drafts and plans of the activities of the Office of the Confederation;
8. supervise the activities of the Office of the Confederation;
9. adopt resolutions on the establishment of foundations;
10. accept and exclude a member of the Confederation;
11. appoint a certified auditor to audit the financial statements of the Confederation.
- 11¹. adopt resolutions on the accession or withdrawal from international organisations;
12. adopt resolutions on matters in each case (ad hoc) submitted to the Management Board by the President; The resolutions adopted shall be binding on the President.

Article 19¹.

1. The Management Board may elect the Presidium from among itself.
2. The Presidium shall consist of the President of the Confederation and 2 to 4 Vice-Presidents elected by the Management Board.
3. The Vice-Presidents, who are to be the members of the Presidium, shall be elected by a secret ballot of members of the Management Board, by an ordinary majority.
4. The elections to the Presidium shall be held every 12 months.
5. The Presidium shall organise the work of the Management Board and perform actions pertaining to the current scope of the Management Board between its meetings.
6. The Presidium may adopt resolutions only on matters in each case (ad hoc) submitted to the Presidium by the President; The resolutions adopted shall be binding on the President.
7. The President shall notify the Management Board at the next meeting of the resolutions adopted by the Presidium.
8. The works of the Presidium shall be directed by the President of the Confederation, and in their absence, a Vice-President of the Confederacy appointed by the President.
9. The meetings of the Presidium shall be convened by the President of the Confederation on their own initiative or at the request of at least one Vice-President who is a member of the Presidium.
10. *deleted*

Article 19².

1. The General Council by a majority of 2/3 of votes may abrogate a resolution of the Management Board on the amount of the fee.

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2. The Chairperson of the General Council shall immediately inform the President and an affected member of the abrogation of the Management Board's resolution on the fee.
 3. The resolution of the General Council, referred to in par. 1, shall be effective if such a resolution determines another amount of the fee, and also an affected member is notified in accordance with par. 2.
 4. A member, to whom the resolution referred to in par. 1 refers, if they do not agree with the amount of the fee determined by the General Council, may submit, no later than 30 days from being notified of the adoption of the resolution on the abrogated fee, a statement of withdrawal from the Confederation with the effect at the end of a calendar year; the time limits laid down in Art. 11 par. 2 shall not apply.
 5. The fee determined in the resolution of the Management Board, which was subsequently abrogated by the General Council in accordance with par. 1, shall be binding on the member until the end of a calendar year; from the beginning of the next calendar year, the fee determined in the resolution of the General Council in accordance with par. 3 shall be binding on the member, unless no later than at the end of the previous calendar year, the Management Board adopts a resolution on determining a different amount of the fee.

Article 20.

The following persons shall be authorised to incur financial commitments, and make declarations of will and represent the Confederation outside: The President of the Confederation acting individually, two Vice-Presidents of the Confederation acting jointly, the Managing Director acting jointly with a member of the Management Board, and representatives acting independently within their powers of attorney.

Article 21.

The President of the Confederation shall be empowered to, as follows:

1. chair meetings of the Management Board, the Presidium of the Management Board, and manage the current work of the Confederation;
2. implement resolutions of the General Assembly and the General Council;
3. approve candidates for the position of the Managing Director;

4. take decisions on commencing economic activities by the Confederation; following consultations with the Advisory Board;
5. appoint and dismiss the chairpersons and members of the permanent committees of the Confederation: the European Integration Committee, the Economic Policy Committee, and the Trade Unions Relations Committee;
6. appoint and dissolve committees, teams, and other collegial bodies, supervise their operations and approve their chairpersons and members, and approve their regulations;
7. The President of the Confederation or a person appointed by the President shall chair the meetings of Committees, commissions, teams referred to in paragraphs 5 and 6;
8. make decisions on other matters not reserved for other bodies of the Confederation;
9. participate in meetings of the General Council.
10. *deleted*

Article 21¹.

1. The President may, for important reasons, suspend, upon the consent of the Management Board, performing their functions for a period of no more than 6 months. During the suspension, the powers referred to in Art. 171 par. 2, Art. 18 par. 4 and 6, Art. 192 par. 2, Art. 21, and Art. 22 par. 2, shall be, upon the consent of the Management Board, vested by the President in one of the Vice-Presidents or the Chairperson of the General Council. The suspension of the performance of the functions of the President is tantamount to the suspension of the membership in the Management Board and the Presidium of the Management Board.
2. If, in accordance with par. 1, the Chairperson of the General Council is appointed as a person performing temporary powers of the President, the Chairperson will not be suspended in performing their duties and powers of the Chairperson of the General Council, however, the Chairperson of the General Council shall not exercise the voting rights at meetings of the General Council. During the performance of the functions of the President, the Chairperson of the General Council shall exercise the voting right at meetings of the Management Board.

OFFICE OF THE CONFEDERATION

Article 22.

1. The work of the Office of the Confederation shall be managed by the Managing Director, in accordance with the Articles of Association and resolutions of the Confederation's bodies.
2. The Managing Director shall directly report to the President of the Confederation, who defines the scope of their duties, and thus they may authorise them to carry out activities within the powers of the President. The employment relationship of the Managing Director shall be established by the President while setting the components and amount of their remuneration.
3. The legal actions concerning the employment relationships of the employees of the Office of the Confederation shall be taken by the Managing Director.
4. The Managing Director shall participate as an advisor at all meetings of the Confederation's bodies.
5. *deleted*

ASSETS OF THE CONFEDERATION

Article 23.

1. The assets of the Confederation originate from the membership fees, donations, legacies, bequests, own activities, revenues from assets of the organisation as well as grants and subsidies received in accordance with the applicable laws.
2. For the implementation of the statutory objectives, the Confederation may conduct business activity, establish foundations, and be involved in other economic ventures.
3. The revenues from economic activities carried out by the Confederation shall be used to achieve its statutory objectives and may not be distributed among their members.

FINAL PROVISIONS

Article 24.

1. A resolution to amend the Articles of Association of the Confederation shall be adopted by the General Assembly by a majority of 2/3 votes.
2. A resolution to dissolve the Confederation shall be adopted by the General Assembly by an ordinary majority of votes in the presence of at least 2/3 of the members.
3. A resolution on a dissolution of the Confederation shall determine the manner of the liquidation thereof and the target use of the assets of the Confederation.

Henryka Bochniarz
President
of Polish Confederation Lewiatan