
STATUTE
OF THE POLISH DATA CENTER ASSOCIATION

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(consolidated text of may 9, 2023)

I. General Provisions

§ 1.

1. The Association under the name: **Polish Data Center Association**, hereinafter referred to as: the **Association**, is established by the following Founders:
 - a. Sławomir Andrzej Koszołko,
 - b. Adam Wojciech Ponichtera,
 - c. Sylwia Agnieszka Pyśkiewicz,
 - d. Wojciech Stramski,
 - e. Monika Roś-Gruszczyk,
 - f. Jarosław Łuczkiwicz,
 - g. Krystian Pypłacz,
 - h. Robert Komar.
2. The Association shall operate on the basis of the provisions of the Act of April 7, 1989. Law on Associations and the provisions of this Statute.
3. The Association shall have legal personality.
4. The Association bases its activities on the social work of its members. To carry out its activities, it may hire employees and establish field units.
5. The rules for the establishment and operation of field units shall be determined by the Board of Directors in a written resolution.

§ 2.

The headquarters of the Association is the capital city of Warsaw.

§ 3.

The duration of the Association is indefinite.

§ 4.

1. The area of activity of the Association is the area of the Republic of Poland.
2. In order to achieve its statutory objectives, the Association may carry out activities outside the country on the territory of other countries, respecting the laws there.
3. The Association may remain a member of national, foreign and international non-governmental organizations on a fully autonomous basis.

§ 5.

The Association may use a seal with its name and address.

§ 6.

The activities of the Association are under the supervision of the President of the City of Warsaw.

II. Purposes of the Association and their implementation

§ 7.

The objectives of the Association are:

- a. popularizing data center-based services as a modern industry;
- b. development of the data processing industry by fostering innovation and competitiveness, including the implementation of activities to establish a sectoral program to fund scientific research and development work of members of the Association;
- c. supporting the development of the market for data center services in the Republic of Poland;
- d. shaping and disseminating the principles of ethics in business, developing and improving the standards of reliable conduct in business, promoting good practices, such as ESG, among others;
- e. activities for building an information society and supporting social initiatives for building a telecommunications network in rural and digitally excluded areas;
- f. scientific and scientific-technical, cultural, educational, social, economic and information activities for the development of the market, economy;
- g. improving the quality of human capital and enhancing social cohesion to increase regional and national competitiveness of data centers.

§ 8.

1. The Association is a voluntary, self-governing and permanent association, the statutory activities of which are non-profit and pursuing its objectives through:
 - a. taking a position and presenting opinions on economic policy;
 - b. evaluating and giving opinions on the current and proposed legislation in the field of protection of rights and interests of data center entrepreneurs, within the framework of statutory tasks, as well as submitting own projects and proposals in this regard;
 - c. popularization of organizational and technical knowledge.
 - d. development of reports and documents on building an information society, digital transformation of the Polish economy with particular emphasis on the data center market and services provided using data centers;

- e. creation of industry guidelines (including drafts of a code of good practice) and their popularization;
 - f. collecting data and information on building an information society, digital transformation of the Polish economy with particular emphasis on the market for data centers and services provided using data centers;
 - g. organizing seminars, conferences and other forms of access to knowledge, exchange of views and experiences.
2. To achieve its objectives, the Association may:
- a. enter into contracts, incur monetary and non-monetary obligations, including credits and loans, in compliance with applicable laws and the provisions of this Statute, as well as to the extent specified in the objectives of the Association;
 - b. acquire, dispose of and exercise all property and non-property rights, in compliance with applicable laws and the provisions of this Statute, as well as to the extent specified in the objectives of the Association;
 - c. join and establish commercial companies, both under Polish and foreign law, with due observance of the applicable laws and provisions of this statute, as well as within the scope specified in the objectives of the Association;
 - d. acquire, dispose of, redeem and exercise any rights with respect to shares or stocks in commercial companies, both Polish and foreign law, with due observance of the applicable legal regulations and provisions of this statute, as well as within the scope set forth in the objectives of the Association;
 - e. use the assets of the Association with observance of the laws in force and the provisions of this statute;
 - f. cooperate with other Polish and foreign institutions, organizations and individuals in order to achieve common statutory goals; this cooperation may be in the form of organizational support, partial or total financing of the project or assistance in obtaining the necessary funds from other sources;
 - g. initiate and carry out cooperation with local authorities, governmental and non-governmental organizations within the scope specified in the purposes of the Association;
 - h. support other Polish and foreign associations, organizations bringing together Polish and foreign associations, with objectives convergent with the objectives of the Association, or participate in them;
 - i. provide assistance in the form of cash and in-kind, including through donations or granting loans in compliance with applicable laws and the provisions of this statute, as well as within the scope specified in the purposes of the Association.

III. Assets and income of the Association

§ 9.

1. The assets of the Association shall be funds derived from:
 - a. membership fees,
 - b. donations, grants, subsidies and domestic and foreign inheritances,
 - c. income from assets and property rights of the Association, securities and other financial instruments available on the capital market,
 - d. interest and deposits from deposits in banks and capital market institutions at home and abroad.
2. The Association may accumulate its funds in Polish currency and foreign currencies in appropriate banks or in its own cash register.
3. The Association shall be liable for its obligations with all its assets. Members of the Board of Directors of the Association shall not be liable for the obligations of the Association with their assets.

§ 10.

1. Income from grants, subsidies, donations, legacies and bequests may be used to achieve the objectives of the Association only with respect to the will of the testators and donors.
2. The donor, when transferring assets to the Association, may stipulate that these funds are to be used for a specific statutory purpose. If the transfer of funds is not accompanied by the stipulation of the purpose of their use, the Association may allocate them for any statutory purpose.
3. In matters of acceptance of donations and inheritance, statements required by law shall be made by the Board of Directors of the Association.
4. In the case of appointment of the Association to inheritance, the Board of Directors of the Association shall be authorized to make a statement on acceptance of the inheritance with the benefit of inventory.
5. The amount of membership fees and the deadlines for their payment by members shall be determined by the Board of Directors in a written resolution.

IV. Members of the Association

§ 11.

1. Members of the Association may be natural and legal persons. A legal entity can only be a supporting member of the Association.
2. The Association shall have members:
 - a. ordinary members,

- b. supporting,
 - c. honorary.
- 3. Any natural person who submits a written declaration and is accepted as an ordinary member of the Association by resolution of the Board of Directors may be an ordinary member of the Association.
- 4. A supporting member of the Association may be a natural or legal person who declares in writing financial, material or substantial assistance in achieving the objectives of the Association. One becomes a supporting member on the basis of a resolution of the Board.
- 5. An honorary member of the Association may be an individual who has contributed to the activities and development of the Association. One becomes an honorary member after the adoption of a resolution by the Board of Directors.
- 6. Ordinary members have the right to:
 - a. passive and active participation in elections to the authorities of the Association,
 - b. benefit from all forms of activities of the Association,
 - c. make proposals on the activities of the Association.
- 7. ordinary members are obliged to:
 - a. take part in the activities of the Association and in the implementation of its objectives,
 - b. participate in the General Meetings of Members,
 - c. to comply with the Statute and resolutions of the authorities of the Association,
 - d. regularly pay membership fees.
- 8. Supporting and honorary members do not have passive and active electoral rights, but may participate in the statutory authorities of the Association in an advisory capacity, in addition they have the same rights as ordinary members.
- 9. Supporting member is obliged to fulfill the declared services, pay membership fees, comply with the Statute and the resolutions of the authorities of the Association.
- 10. Honorary members are obliged to comply with the Statute and resolutions of the authorities of the Association. They are exempt from membership fees.
- 11. Membership in the Association shall cease as a result of:
 - a. voluntary written resignation from membership in the Association submitted to the Board,
 - b. death of a member or loss of legal personality by a supporting member,
 - c. loss of civil rights by virtue of a final court judgment,
 - d. exclusion by the Board:
 - i. due to unjustified arrears in payment of membership fees for one year,

- ii. due to gross violation of the Statute, failure to comply with the resolutions of the Association's authorities,
 - iii. due to lack of manifestations of active activity for the Association for half of the year.
12. From the resolution of the Board of Directors on deprivation of membership in the Association may appeal to the Audit Committee within 14 days from the date of delivery of the relevant resolution. The appeal shall be considered at the next meeting of the Audit Committee. The resolution of the Audit Committee is final.

V. Organs of the association

§ 12.

1. The organs of the Association are:
 - a. The Board of Directors of the Association;
 - b. The Audit Committee of the Association;
 - c. General Meeting of Members.
2. Resolutions of all authorities of the Association shall be adopted by open voting by simple majority, with the presence of at least half of the members entitled to vote in the first term, in the second term regardless of the number of members present, unless the Statute provides otherwise.
3. The term of office of the members of the Board of Directors and the Audit Committee shall be 5 years.
4. The Board by resolution may appoint advisory bodies in the form of committees or councils composed of persons or entities indicated in the resolution of the Board. Such committees or councils will not be treated as organs of the Association and will perform only advisory functions.

VI. Board of Directors of the Association

§ 13.

1. The Board of Directors of the Association shall consist of 1 to 3 persons.
2. Members of the Association Board shall be appointed and dismissed by the General Meeting of Members in a secret ballot.
3. The President of the Board of Directors of the Association, the Vice President of the Board of Directors of the Association and other Members of the Board of Directors of the Association shall serve unpaid. The President of the Association Board, Vice President of the Association Board and other Members of the Association Board shall be entitled to reimbursement of expenses related to participation in the work of this body, including travel

expenses. The General Meeting of Members may establish a lump sum reimbursement of expenses for the President of the Association Board, Vice President of the Association Board and other Members of the Association Board related to participation in the work of the Board, including travel expenses.

4. The mandate of the President of the Board of Directors of the Association, Vice President of the Board of Directors of the Association and Member of the Board of Directors of the Association shall expire in the event of death, written resignation or removal from office.
5. A member of the Association's Board of Directors may be dismissed by the General Meeting of Members in the event of:
 - a. performance of activities, the nature of which makes it impossible to duly perform the function of a member of the Association Board,
 - b. illness, disability or loss of strength - causing permanent inability to perform this function,
 - c. improper performance of the function of a member of the Board,
 - d. conviction by a final sentence for an intentional crime prosecuted by public indictment or a fiscal crime,
 - e. significant violation of the provisions of the statute.

§ 14.

1. The Board of Directors of the Association manages the activities of the Association, represents the Association outside in all matters, in property matters and incurring liabilities, and manages the assets of the Association.
2. The tasks of the Board of Directors of the Association include:
 - a. adopting the Association's annual action plans and financial plans,
 - b. determining the scale of employment and the amount of funds for remuneration of employees of the Association,
 - c. making decisions on all matters of the Association not delegated to the competence of other bodies,
 - d. accepting donations, inheritances and bequests, subsidies and grants,
 - e. making decisions on joining and forming companies, associations and other organizations,
 - f. establishing field units and appointing their managers, as well as their liquidation,
 - g. giving an opinion on decisions to amend the Articles of Association and its liquidation or merger with other associations,
 - h. Preparing and submitting reports on the activities of the Board and the Association,
 - i. adopting resolutions on granting supporting or honorary membership.
3. Resolutions of the Board of the Association shall be adopted at meetings convened as

necessary by the President of the Board of the Association.

4. The President of the Association Board and each Member of the Association Board shall have one vote. In the event of an equal number of votes, the vote of the President of the Association Board shall be decisive.
5. Detailed rules and procedures for the work of the Association Board shall be determined by the Regulations of the Association Board.

§ 15.

1. In the case of a single-member Board, the President of the Board of the Association acting alone is authorized to represent the Association in all matters, including property matters and incurring property obligations.
2. In the case of a multi-member Board, the President of the Board of the Association acting alone, the Vice President of the Board of the Association acting alone or each Member of the Board of the Association acting alone shall be authorized to represent the Association in all matters, including property matters and incurring property obligations.

VII. Audit Committee of the Association

§ 16.

1. The Audit Committee of the Association shall supervise the activities of the Association, including in particular the activities of the Board of Directors of the Association in all matters.
2. The Audit Committee shall consist of 3 to 5 members. A member of the Audit Committee may not hold any position on the Board of Directors of the Association.
3. The exclusive competence of the Audit Committee of the Association shall be:
 - a. mandatory approval of annual financial plans, if they are prepared by the Board of Directors of the Association,
 - b. approval of amendments to the Articles of Association,
 - c. approval of mergers with another association,
 - d. approval of the accession of the Association to associations and other organizations with goals consistent with the objectives of the Association,
 - e. giving consent to the establishment of a commercial company by the Association,
 - f. consideration of appeals against resolutions of the Board of Directors.
4. Resolutions of the Audit Committee of the Association are adopted by a simple majority of votes
5. Meetings of the Audit Committee shall be convened by the Chairman of the Audit Committee of the Association, or the Board of Directors on its own initiative or at the request of at least half of the members of the General Meeting of Members.

6. For the validity of resolutions of the Audit Committee, written notice to all members of the Audit Committee by registered mail via courier delivered at least 7 days before the scheduled meeting of the Audit Committee of the Association is required, unless all members of the Audit Committee of the Association are present at the meeting.

VIII. General Meeting of Members

§ 17.

1. The supreme authority of the Association is the General Meeting of Members.
2. The General Meeting of Members may be ordinary and extraordinary.
3. Ordinary General Meeting of Members shall be convened by the Board once a year, as reporting, notifying members of its date, place and proposed agenda at least 14 days before the date of the General Meeting of Members. If the meeting does not have the required quorum, the meeting shall be convened on the second date no later than one month from the date of convening the General Meeting of Members on the first date.
4. Extraordinary General Meeting of Members shall be convened by the Board:
 - a. on its own initiative,
 - b. at the request of members of the Audit Committee,
 - c. at the written request of at least 1/4 of the total number of ordinary members of the Association.
5. the Extraordinary General Meeting should be convened within 30 days from the date of the request or demand and deliberate on the matters for which it was convened.

§ 18.

The powers of the General Meeting of Members include:

- a. defining the main directions of the Association,
- b. adoption of amendments to the statute,
- c. election and dismissal of all authorities of the Association,
- d. granting discharge to the Board of Directors at the request of the Audit Committee,
- e. examining and approving the financial and factual report and reports of the authorities of the Association,
- f. adopting a resolution on the liquidation of the Association and the allocation of its assets.

§ 19.

1. A written resolution of the General Meeting of Members is necessary in the following matters:
 - a. appointment and dismissal of members of the Board of Directors and the Audit Committee of the Association,

- b. amending the statute of the Association,
 - c. merger with another association,
 - d. deciding on the accession of the Association to associations and other organizations with objectives consistent with the objectives of the Association,
 - e. deciding on the establishment of a commercial company by the Association,
 - f. liquidation of the Association,
 - g. allocation of assets remaining after the liquidation of the Association.
2. Resolutions of the General Meeting of Members indicated in paragraph 1 shall be adopted by a majority of $\frac{3}{4}$ votes.

IX. Amendments to the statute

§ 20.

1. Amendments to the Articles of Association shall be made by the General Meeting of Members on its own initiative or at the request of the Board.
2. Resolutions on amendments to the Articles of Association, including changes to the objectives of the Association shall be adopted by a majority of $\frac{2}{3}$ (two-thirds) of votes cast with the presence of at least half of the members of the General Meeting of Members.

X. Final provisions

§ 21.

1. The Association shall conduct financial management and accounting in accordance with applicable laws.
2. The fiscal year shall be the calendar year, with the first fiscal year of the Association ending on December 31, 2024, and only the first report on the activities of the Association for the year 2023, shall be submitted to the competent authority by the end of 2024.

§ 22.

1. In the event of exhaustion of financial resources and assets of the Association, and in the event of a decision by the General Assembly of Members to liquidate the Association - it shall be liquidated on the basis of a resolution of the General Assembly of Members.
2. In the resolution referred to in paragraph 1, a liquidator or liquidators shall be appointed and detailed rules and procedures for the liquidation of the Association shall be established.