

STATUTE OF THE POLISH DATA CENTER ASSOCIATION – UNION OF EMPLOYERS

I. General Provisions

Article 1.

1. The Union of Employers operating under the name: **Polish Data Center Association – Union of Employers** [*Polski Związek Centrów Danych - Związek Pracodawców*], hereinafter referred to as the **Association**, is an employers' organisation within the meaning of the Act on employers' organisations of 23 May 1991 (Dz. U. [*Journal of Laws*] No 55 of 1991, Item 235, as amended).
2. The Association has legal personality.
3. The Association is a voluntary, self-governing organisation, independent in its statutory activities from public authorities and political, social, and professional organisations.
4. The Association may simultaneously use the name in English: **“Polish Data Center Association”** and the abbreviation **“PLDCA”**.

Article 2.

1. The registered office of the Association shall be the capital city of Warsaw.
2. The Association shall have the right to form and join federations and confederations, as well as the right to join international employers' organisations.
3. The Association shall carry out its operations in the Republic of Poland and abroad, in accordance with the applicable Polish law and the law of the country in which it operates.
4. The Association shall operate in accordance with the highest ethical standards and shall promote the conduct of business with such standards among its members.

Article 3.

The duration of the Association shall be indefinite.

Article 4.

1. The Association may carry out business activities on the general principles set out in separate regulations. The Association shall conduct business activities only to the extent necessary to achieve its statutory objectives.
2. The main object of the Association's activity is: **PKD [*Polish Classification of Activity*] 94.11.Z Activities of commercial and employers' organisations.**
3. The Association also conducts business activity in the following areas:
 - a. PKD 63.10.D – Other service activities related to computing infrastructure, data processing, website management (hosting), and related activities;

- b. PKD 62.90.Z – Other information technology and computer service activities;
- c. PKD 60.39.Z – Other activities related to content distribution;
- d. PKD 62.20.B – Other activities related to IT consulting and management of IT equipment;
- e. PKD 73.30.B – Other public relations and communication activities;
- f. PKD 73.20.Z – Market research and public opinion polling;
- g. PKD 72.10.Z – Research and experimental development on natural sciences and engineering;
- h. PKD 71.12.B – Other engineering activities and related technical consultancy;
- i. PKD 74.99.Z – Other professional, scientific, and technical activities not elsewhere classified;
- j. PKD 82.30.Z – Organisation of conventions and trade shows;
- k. PKD 85.59.D – Other out-of-school forms of education not elsewhere classified;
- l. PKD 94.12.Z – Activities of professional organisations;
- m. PKD 73.1 – Advertising;

II. The Association's Objectives and Tasks and their Implementation

Article 5.

1. The primary objective of the Association shall be to protect the rights of employers and to represent and support their economic and non-economic interests before public administration bodies and authorities and other collective interest organisations, including trade unions, and to support employers in their interactions.
2. The tasks of the Association shall include, in particular:
 - a. protecting the rights of the Association's members and representing their social and economic interests at the national level;
 - b. formulating and publicly presenting opinions, positions, and conclusions consistent with the interests of employers, in particular employers who are members of the Association;
 - c. influencing the development of legislation concerning employers' interests, as well as influencing the development of social and economic policies of public authorities concerning employers' interests;
 - d. promoting services provided on the basis of data centers as a modern economic sector;
 - e. supporting the development of the data center services market in the Republic of Poland, as well as industries related to this market, by, among other things, undertaking activities that stimulate investment, innovation, and competitiveness;

- f. shaping and promoting ethical principles in business, in particular developing and improving standards of fair conduct in economic activity, promoting good practices, such as ESG;
- g. activities aimed at building an information society and supporting social initiatives for the construction of a telecommunications network in rural and digitally excluded areas;
- h. scientific and scientific-technical, cultural, educational, social, economic, and information activities for the development of the market and the economy;
- i. improving the quality of human capital and enhancing social cohesion to increase regional and national competitiveness in data centers.

Article 6.

1. The Association shall perform its tasks in particular by:
 - a. taking a position and presenting opinions on economic policy;
 - b. assessing and providing opinions on existing and proposed legislation to protect the rights and interests of employers in the data center industry, within the scope of its statutory tasks, and submitting its own drafts and proposals in this regard;
 - c. acting on behalf of the Association's members in relation to state and local government organisations and institutions, and by representing them before other private individuals and non-governmental organisations;
 - d. sending the Association's representatives to government and local government bodies;
 - e. promoting organisational and technical knowledge;
 - f. preparing reports and documents concerning the development of the information society, the digital transformation of the Polish economy, with particular emphasis on the data center market and services provided using data centers;
 - g. developing industry guidelines (including draft codes of good practice) and promoting them;
 - h. collecting data and information on the development of the information society and the digital transformation of the Polish economy, with particular emphasis on the data center market and services provided using data centers;
 - i. organising and participating in seminars, conferences, and other forms of access to knowledge, exchange of views and experience;
 - j. conducting nationwide social campaigns, educational and information campaigns in the area of activity of the Association and its affiliated members.
2. In order to achieve its objectives, the Association may:

- a. enter into agreements and contracts, incur monetary and non-monetary obligations, including credits and loans, in compliance with applicable laws and the provisions of the Statute and to the extent specified in the objectives of the Association;
- b. acquire, dispose of, and exercise all property and non-property rights, subject to the applicable laws and the provisions of the Statute and 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 the provisions of the Statute and to the extent specified in the objectives of the Association;
- d. acquire, dispose of, redeem, and exercise all rights in respect of shares in commercial companies, both under Polish and foreign law, in compliance with applicable laws and the provisions of the Statute and to the extent specified in the objectives of the Association;
- e. use the assets of the Association in compliance with the applicable laws and the provisions of the Statute;
- f. cooperate with other Polish and foreign institutions, organisations and individuals in order to achieve common statutory objectives; this cooperation may take the form of organisational support, partial or total financing of an undertaking or assistance in obtaining the necessary funds from other sources;
- g. initiate and carry out cooperation with local authorities, government authorities, and non-governmental organisations within the scope specified in the objectives of the Association;
- h. support or participate in Polish and foreign organisations and Associations with objectives coinciding with those of the Association;
- i. provide assistance in the form of cash and in-kind assistance, including through donations or loans, in accordance with applicable laws and the provisions of the Statute, as well as within the scope specified in the objectives of the Association.

III. Assets and Income of the Association

Article 7.

1. The Association's assets shall be derived from membership fees, donations, bequests, its own activities, income from the Association's assets, as well as from state grants and subsidies received in accordance with the relevant provisions of law.
2. The amount of membership fees and the deadlines for their payment shall be determined by the Board of Directors of the Association in a written resolution.

3. The Association may accumulate its funds in Polish currency and in foreign currencies in appropriate banks or in its own cash register.
4. The Association's income from its business activities shall be used exclusively to achieve its statutory objectives and may not be distributed among its members.

IV. Members of the Association

Article 8.

1. Membership in the Association shall be either Ordinary or Supporting.
2. The Ordinary Members of the Association may be natural persons, legal persons, and organisational units without legal personality, being employers who conduct business activity in the territory of the Republic of Poland in areas related to the data center industry.
3. The Supporting Members of the Association may be natural persons, legal persons and organisational units without legal personality, being employers who conduct business activity in the territory of the Republic of Poland in areas related to the data center industry, and who have declared their participation in the Association as a Supporting Member rather than as an Ordinary Member under the rules set out in the Statute.
4. The Board of Directors shall decide on the admission of new Members to the Association by way of a resolution, based on a written membership declaration.
5. The Ordinary Members of the Association shall have the right to:
 - a. participate and vote at General Meetings,
 - b. passive and active participation in elections to the Association's bodies,
 - c. participate in the work of the Association and to submit motions and opinions to the statutory bodies which concern the functioning of the Association,
 - d. benefit from the support of the Association in matters covered by the Statute,
 - e. information on all the statutory activities of the Association.
6. The Ordinary and Supporting Members of the Association shall be obliged to:
 - a. participate in the activities of the Association and in the implementation of its objectives,
 - b. comply with the Statute and resolutions of the Association's authorities,
 - c. pay membership fees regularly.
7. The Supporting Members of the Association shall not have passive or active voting rights, but may participate in an advisory capacity in the statutory authorities of the Association.
8. Membership in the Association shall cease as a result of:
 - a. written resignation from membership in the Association submitted to the Board of Directors,
 - b. death or loss of legal personality by a Member of the Association,

- c. loss of employer status by an Ordinary Member of the Association,
 - d. exclusion by the Board of Directors:
 - i. due to unjustified arrears in membership fees for at least 3 months,
 - ii. due to a gross violation of the Statute or failure to comply with the resolutions of the Association's authorities,
 - iii. due to conducting activities detrimental to the Association.
9. An appeal against the resolution of the Board of Directors of the Association on the termination of membership in the Association may be lodged with the Council of the Association within 14 days of the date of service of the relevant resolution. The appeal shall be considered at the next meeting of the Council of the Association. The resolution of the Council of the Association shall be final.

V. Bodies of the Association

Article 9.

1. The bodies of the Association shall be as follows:
 - a. the Board of Directors of the Association;
 - b. the Council of the Association;
 - c. the General Meeting.
2. Members of the Association shall be represented in the Association and its bodies by their authorised representatives who are natural persons. Each Member of the Association may appoint only one representative. Change of the Association's Member representative shall be made on the basis of a declaration submitted in writing or in electronic form with a qualified signature.
3. Resolutions of all bodies of the Association shall be adopted by an open voting by a simple majority of votes, with at least half of the members entitled to vote present at the first term, and at the second term regardless of the number of members present, unless the Statute provides otherwise.
4. Members of the Board of Directors of the Association and the Council of the Association shall be elected from among natural persons who are representatives of the Ordinary Members of the Association.
5. The term of office of members of the Board of Directors of the Association and the Council of the Association shall be 4 years. The term of office of members of the Board of Directors of the Association and the Council of the Association shall expire on the date of the General Meeting approving the financial statements for the last full financial year in office.
6. In the event that a particular member of the Board of Directors of the Association or the Council of the Association ceases to be a representative of a Member of the Association,

such Member of the Association shall have the right to appoint in its place a new representative as a person to carry out the duties of its predecessor, until the term of office of the remaining members of the body expires or is approved or rejected by the next General Meeting.

7. On the date of approval of the person referred to in Section 6 hereinabove by the General Meeting, this person shall become a full member of the Association's body and shall serve the term of office until the end of the term of office of the other members of that body.
8. Where the term of office of a member of the Board of Directors of the Association or the Council of the Association expires as a result of a Member of the Association resigning from membership, the appointment of a new member of the relevant body to replace that member shall be at the discretion of the General Meeting.
9. Meetings of the Association's bodies may be held in the form of teleconferences or in another form – remotely, using means of communication that ensure the uninterrupted conduct of the meeting.
10. The Board of Directors of the Association may, by way of a resolution, appoint advisory bodies in the form of committees or commissions composed of persons or entities specified in the resolution of the Board of Directors of the Association. Such committees or commissions shall not be considered bodies of the Association and shall perform only advisory functions.

VI. Board of Directors of the Association

Article 10.

1. The Board of Directors of the Association shall consist of 1 to 5 members.
2. Members of the Board of Directors of the Association, including the Chairman of the Board of Directors, the First Vice Chairman of the Board of Directors and the Second Vice Chairman of the Board of Directors, shall be appointed and dismissed by secret voting at the General Meeting for a joint term of office.
3. Members of the Board of Directors of the Association shall perform their duties without remuneration. Members of the Board of Directors of the Association shall be entitled to reimbursement of expenses connected with their participation in the work of that body, including travel expenses. The General Meeting may establish a flat-rate reimbursement of expenses for Members of the Board of Directors of the Association related to participation in the work of the Board of Directors of the Association, including travel expenses.
4. The term of office of a Member of the Board of Directors of the Association shall also expire in the event of death, written resignation or dismissal from office, as well as in the

event of an Ordinary Member leaving the Association or if a given Member of the Board of Directors ceases to be a representative of a Member of the Association.

5. Member of the Board of Directors of the Association may be dismissed by the General Meeting in the event of:
 - a. performing activities whose nature prevents the proper performance of their duties,
 - b. illness, disability or loss of strength resulting in permanent incapacity to perform this function,
 - c. improper performance of their duties in the Board of Directors of the Association,
 - d. a final conviction for an intentional crime prosecuted by public indictment or a fiscal crime,
 - e. material breach of the Statute.
6. In the event of the expiry of the term of office of the Chairman of the Board of Directors during the term of office, the First Vice Chairman of the Board of Directors, and in their absence, the Second Vice Chairman of the Board of Directors, shall become the Chairman of the Board of Directors and shall perform this function until the end of the term of office. If the term of office of the Chairman of the Board of Directors expires as a result of the person concerned losing their status as a representative of a Member of the Association, the person appointed in accordance with Article 9(6) of the Statute may only serve as a Member of the Board of Directors.

Article 11.

1. The Board of Directors of the Association shall manage the activities of the Association, represent it externally in all matters, and manage the assets of the Association.
2. The tasks of the Board of Directors of the Association shall include, in particular:
 - a. adopting the Association's annual operating and financial plans,
 - b. accepting donations, inheritances, and bequests, subsidies, and grants,
 - c. preparing and presenting the Association's positions on public matters relating to the interests of employers, including, in particular, the Association members,
 - d. making decisions on joining companies, associations, and other organisations, as well as on establishing them,
 - e. establishing local units and appointing their managers, as well as liquidating them,
 - f. issuing opinions on decisions concerning amendments to the Association's Statute and the liquidation of the Association,
 - g. adopting resolutions on granting the status of Ordinary and Supporting Member of the Association,
 - h. making decisions on all matters of the Association not assigned to the competence of other bodies.

3. Resolutions of the Board of Directors of the Association shall be adopted at meetings convened as necessary by the Chairman of the Board of Directors of the Association.
4. Each member of the Board of Directors of the Association shall be entitled to one vote. In the event of an equal number of votes, the Chairman of the Board of Directors of the Association shall have the casting vote.

Article 12.

1. In the case of a multi-member Board of Directors, two members of the Board of Directors must act jointly to represent the Association (including making declarations of assets, incurring financial obligations or making declarations of intent).

VII. Council of the Association

Article 13.

1. The Council 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 Council of the Association shall consist of 3 to 5 members. Member of the Council of the Association may not serve as a Member of the Board of Directors of the Association.
3. Members of the Council of the Association, including the Chairman and Vice Chairman, shall be appointed and dismissed by secret voting at the General Meeting for a joint term of office.
4. The term of office of a Member of the Council of the Association shall also expire in the event of death, written resignation or dismissal from office, as well as in the event of an Ordinary Member leaving the Association or if a given Member of the Council of the Association ceases to be a representative of a Member of the Association.
5. The exclusive powers of the Council of the Association shall include:
 - a. approving annual financial plans, provided that they are prepared by the Board of Directors of the Association,
 - b. granting consent for the Association to join associations and other organisations whose objectives are consistent with those of the Association,
 - c. granting consent for the Association to establish a commercial law company or partnership,
 - d. considering appeals against resolutions of the Board of Directors of the Association.
6. Meetings of the Council of the Association shall be convened by the Chairman of the Council of the Association or by the Board of Directors of the Association on its own initiative or at the request of at least half of the members of the General Meeting.

7. Each Member of the Council of the Association shall be entitled to one vote. In the event of an equal number of votes, the Chairman of the Council of the Association shall have the casting vote.

VIII. General Meeting

Article 14.

1. The highest authority of the Association shall be the General Meeting.
2. The General Meeting may be either Ordinary or Extraordinary.
3. The Ordinary General Meeting shall be convened once a year by the Board of Directors of the Association as a reporting meeting, notifying Members of its date, place, and proposed agenda at least 14 days before the date of the General Meeting.
4. The Extraordinary General Meeting shall be convened by the Board of Directors of the Association:
 - a. on its own initiative,
 - b. at the request of the members of the Council of the Association,
 - c. at the written request of at least 1/2 of the total number of Ordinary Members of the Association.
5. An Extraordinary General Meeting should be convened before the expiry of 14 days from the date of the request or demand and deliberate on the matters for which it has been convened.
6. Each Ordinary Member of the Council of the Association shall be entitled to one vote at the General Meeting.

Article 15.

The powers of the General Meeting shall include:

- a. determining the main directions of the Association's activities,
- b. amending the Statute of the Association,
- c. appointing and dismissing members of the Association's Board of Directors and Council,
- d. granting discharge to the Board of Directors at the request of the Council of the Association,
- e. reviewing and approving the financial statements,
- f. adopting a resolution on the liquidation of the Association and the allocation of its assets.

IX. Amendments to the Statute

Article 16.

1. The Statute of the Association shall be amended by the General Meeting on its own initiative or at the request of the Board of Directors of the Association.
2. Resolutions on amendments to the Statute, including changes to the objectives of the Association, shall be adopted by a majority of 2/3 (two-thirds) of the votes cast with at least half of the members of the General Meeting present.

X. Final Provisions

Article 17.

1. The Association shall conduct its financial management and accounts in accordance with the applicable provisions of law.
2. The financial year shall be the calendar year, with the Association's first financial year ending on 31 December 2026.

Article 18.

1. In the event that the financial resources and assets of the Association are depleted and in the event that the General Meeting decides to liquidate the Association – it shall be liquidated on the basis of a resolution of the General Meeting.
2. In the resolution referred to in Section 1, a liquidator or liquidators shall be appointed and detailed rules and procedures for the liquidation of the Association shall be established”.