

**Luxembourg Poland Chamber of Commerce (LPCC),
formerly Luxembourg-Poland Business Club (LPBC)**

Articles of association

Jakub Adamowicz - Born on 11th November 1978 in Warsaw/Poland, residing at 39, Rue Adolphe, L-1116 Luxembourg, Journalist, of Luxembourgish, Polish and German nationality.

Artur Sosna – Born on 25th of March 1974 in Olesno/Poland, residing at 8a, rue de l'Ouest, L-2273 Luxembourg, Head of Business Development at Goeres Group, of Luxembourgish, Polish and German nationality.

Adam Tymofiejewicz - Born on 23rd of December 1982 in Tarnogród/Poland, residing at 34, rue des Pres, L-8039 Strassen, Director at PwC Luxembourg, Polish nationality.

The persons named above, have formed a non-profit association in 2012, based on Luxembourgish law as amended on April 21st 1928 regarding non-profit associations and foundations, with the following statutes:

§1. Name / Seat / Duration/ Financial year / Object

1. The name of the association is the “Luxembourg-Poland Chamber of Commerce a.s.b.l.”, (further “association”) with the name abbreviation: “LPCC”.
2. The association has its seat at 39, Avenue John F. Kennedy, L-1855 Luxembourg.
3. The association is established for an unlimited duration.
4. The financial year of the association is set for the period from 1st of November - 31st of October of each year, with the first financial year starting on the constitution date and ending on 31st October 2013.

§2. Statutory object and languages

1. The object of the association is as follows:
 - To provide a platform for the exchange of information for Polish and English-speaking members of the business community in Luxembourg;
 - To support the relationship between Poles and Luxembourgers in Luxembourg and to serve as a liaison between Poles and Luxembourgers;
 - To provide a contact centre for newcomers to business life in Luxembourg;
 - To provide the opportunity for an exchange of common interests and information with other organisations and networks in Luxembourg;
 - To represent the interests of LPCC corporate members doing business in Luxembourg and in Poland.

The object of the association is achieved mainly via regular meetings of the members, and organisation of events and conferences. All events should serve to provide opportunities for getting to know each other, exchanging information, and establishing contacts.

2. The languages used by the association to communicate with its members and general public are English and Polish.

§3. Membership types

1. There are three types of membership:
 - a. **Regular membership** (private and companies). Regular members include both private members (natural persons) and company members (legal persons).
 - b. **Honorary membership.**
 - c. **Advisory Board membership.**
2. The membership is not transferable.

§4. Application for membership

1. Any natural person or legal person can become a regular member of the LPCC. The association decides on written applications, which shall include the name, the profession, the address, the nationality and the e-mail address of the applicant.
2. Decisions on membership applications shall be made within three (3) months. The applicant will be informed of whether the application was successful in writing. Membership starts after the receipt of written notification of acceptance and payment of the membership fee.
3. The Board updates the official LPCC membership list on a monthly basis.
4. Every regular member is obliged to pay the membership fee.
5. Persons who have been of special service to the LPCC may be bestowed with honorary membership by the General Assembly. Honorary members are exempt from membership fees.
6. The Advisory Members shall be identified, selected and validated by the Board.
7. The Advisory Board members responsibility include the following:
 - a. **Strategic Planning Support:** Collaborate with the board in strategic planning workshops to assist in setting long-term goals, defining strategies, and evaluating progress. Provide valuable insights and recommendations to guide the organisation's strategic direction.
 - b. **Fundraising Strategy Assistance:** Work closely with the board to develop and execute fundraising strategies, including grant research and cultivation of donors and partners. Offer expertise and connections to enhance the organisation's fundraising efforts.
 - c. **Community Engagement and Outreach Partnership:** Actively engage with the board in community outreach and partnership-building efforts. Leverage your

networks and connections to strengthen the organisation's ties with the community and local stakeholders.

- d. **Governance and Policy Advisement:** Review and provide input on the organisation's governance structure and policies in conjunction with the board. Ensure that governance practices align with legal requirements, ethical standards, and effective decision-making.
- e. **Program Impact Assessment Collaboration:** Collaborate with the board in assessing the impact of the organisation's programs and services. Analyse data together, measure outcomes, and jointly develop recommendations for program enhancements and expansion.

§5. Termination and suspension of membership

1. Membership can be terminated through resignation, suspension, company dissolution, or death.
2. Resignations shall be submitted to the association in writing at least three months before the anniversary of the admission date and become effective at the end of the month of the receipt of resignation.
3. A member can be suspended in case of violation of the statutes, abuse of the interests of the LPCC, non-compliance with the decisions of its organs, or default on membership fees payment. Membership fees are in default if they have not been received within three months of being due. The member will be notified in writing of his suspension. He has the right to respond to the charges in writing within 4 weeks of the notification, otherwise his membership will be terminated.
4. Suspended members have no claim to reimbursement of membership fees.

§6. Membership fees

1. The membership fees are set annually by the Board. The membership fees are published on the LPCC website under: <https://www.lpcc.lu/applications/>
2. The membership fees of the association are structured as follows:
 - a. Regular membership (private):
 - b. Regular membership (private) students
 - c. Regular membership (corporate):
 - I. Corporate members with less than 20 employees
 - II. Corporate members between 20 and 499 employees
 - III. Corporate members over 500 employees.

- d. Honorary membership: Honorary members are exempted from membership fees.
- e. Advisory Board membership: Advisory Board members are exempted from membership fees.

§7. Governance Structure

1. The association shall have at least three members.
2. The association is governed by the General Assembly (GA) of all the members, the Executive Board (Board) and Advisory Board.

§8. General Assembly

1. The General Assembly is composed of regular members, honorary members and Advisory Board members, with only the regular members having the right to vote.
2. The meeting of the General Assembly takes place at least annually. The meeting is summoned by the Board. General Assembly can also be requested by at least one fifth of the regular members. If such a request is made the Board is obliged to summon an extraordinary General Assembly within 1 month of the request.
3. The Board invites the GA at least 10 days before the date of the meeting. The invitation is made by email or post and must include the meeting agenda.
4. Members may request in writing to add items to the agenda. Requests should be made to the Board at least 5 days before the scheduled meeting.
5. The quorum of the General Assembly is established based on the number of members present at the meeting, if the GA was summoned as described in point 3 above.
6. Resolutions of the GA are passed by simple majority of votes, except for the resolutions on the amendments of the Association's Statutes. In the case of a tie, the deciding ballot is cast by the President of the Board.
7. In general, voting at the General Assembly is done by a show of hands. Election of the Board may be done by secret ballot if requested by at least 3 members present at the GA. Motions of non-confidence are voted on by secret ballot.
8. The minutes of the resolutions passed by the General Assembly will be sent within 21 days to all the members. Applications for corrections may be made to the Board within 14 days after reception of the minutes. If the Board does not receive any comments, the minutes are considered as accepted. The Board decides on an appropriate response and informs the member of their decision by post or email.
9. The General Assembly passes resolutions regarding:
 - a) Amendments to the Statutes (Required quorum of 2/3 of the members);

- b) Composition of the Executive Board, and their election and dismissal;
- c) Approval of annual activity reports;
- d) Approval of the annual financial reports
- e) Approval of the budget for the upcoming year;
- f) Discharge of the Board of their obligation;
- g) Appointment and discharge of the auditor;
- h) Liquidation of the association (Required quorum of 2/3 of the members).

§9. Amendments to the Statutes

1. Amendments to the Statutes can only be adopted if they were duly announced in the agenda accompanying the invitation to the General Assembly, and if at least two thirds of the members are present. Amendments can only be passed through a majority of two thirds of present members.
2. Should there not be sufficient members present or represented at the meeting, a second meeting can be called immediately, and the members present shall constitute a quorum. However this meeting cannot deliberate on the changes of the Statutes that affect the object of the Association. The rules prescribed in Art 8. of the Law of 21 April 1928 on association and foundation shall apply.
3. The Board is authorised to organise postal voting (or via email) where two third of members need to respond within a prescribed deadline. The Board needs to keep copies of all the votes for a minimum period of 5 years. For meetings with less than two thirds of the members present and email votes from less than two thirds of the members received, resolutions require the approval of a civil court.
4. Amendments to the Statutes must be published in the Mémorial Recueil Spécial des Sociétés et Associations within one month of the approval by the GA.

§10. Executive Board (Board)

1. The structure of the Board is defined by the GA and consists of at least three members: a President and 2 vice-presidents.
2. The President of the Board or two vice-presidents jointly have the right to represent the association towards third parties (power of signature).
3. The Board has the following obligations:
 - a) Representation of the LPCC in legal and in public matters;

- b) Presentation of an annual financial report for approval and discharge by the General Assembly;
- c) Presentation of a budget for the upcoming year;
- d) Searching and accepting of new members;
- e) Program activities (events, conferences etc.) of the LPCC;
- f) Finances and administration;
- g) Key Account Management and Sponsoring;
- h) Marketing and publications;
- i) Project steering;
- j) All other affairs of the LPCC insofar as they are not the responsibility of the General Assembly.

§11. Delegation of business management

1. The Board can appoint a person to support the daily management of the activities and administration of the association in line with the statutory purposes.

§12. Board meetings

1. The Board will meet regularly to plan and organise their responsibilities.
2. The meetings are called on request by a Board member and invitations including the agenda are sent at least 5 days before the scheduled meeting.
3. At every meeting, a person shall be appointed to keep the minutes.

§13. Quorum

1. The Board has a quorum through presence of a simple majority. Resolutions are passed through a simple majority vote of those members present. In the case of a tie, the president shall have the deciding vote.

§14. § 19 Elections

1. The Board is elected by the General Assembly for a three year term. Re-elections are possible.
2. Election is by simple majority of members present.

§15. Dismissal and withdrawal

1. If a vote of non-confidence is requested by the members, the General Assembly can dismiss any member of the Board before the end of the term. To dismiss a member two thirds majority of votes is required. The request for a vote of no-confidence must be made in writing in due term before the GA. This request must be added to the agenda. The Board member remains in power until the election of a substitute new Board member.
2. In the case of special personal circumstances, any member of the Board can withdraw from his position by informing the other board members in writing. The other board members will take over the responsibilities of the withdrawn member and will schedule an extraordinary General Assembly to regularise the situation. Unless this situation happens up to 6 weeks before the annual general assembly, then this will be regularised at that meeting.

§16. Remuneration

1. Board members do not receive remuneration for performing their duties. They have the right to reimbursement of costs incurred in the performance of their duties.
2. The person appointed to support the Board (ref. § 11) is entitled to remuneration at market rates for similar positions.

§17. Prerequisites for liquidation

1. Only the General Assembly has the power to liquidate the association. The liquidation of the association requires a quorum of two thirds of all members. If the quorum is not achieved a second meeting shall be called, and those members present shall constitute a quorum.
2. If the resolution is passed by a quorum of less than two thirds of all members, the resolution shall be approved by a civil court.
3. In case of the liquidation, the assets of the association will be transferred to another non-profit organisation in Luxembourg, whose statutory objectives are close to those of the LPCC. This decision is taken during the General Assembly approving the liquidation.

§18. Financial reports and audits

1. The association elects to have its annual accounts reviewed annually by a competent auditor before submission to the General Assembly for approval. The auditor nomination will be approved by the General Assembly.
2. The auditor will control the business and accounting of the past fiscal year and deliver a report of the results to the General Assembly.

3. The auditor may not be a member of the executive Board, but may be a member of the LPCC.

§19. Publications

1. The Status of the *Luxembourg-Poland Chamber of Commerce (LPCC)* will be made public through the *Mémorial Recueil Spécial des Sociétés et Associations*.
2. The founding members declare to be in accordance with the above constitution and the formation of the association.

Luxemburg, 2nd October 2012, amended on 15 July 2023