

The English translation has been solely provided for the convenience of non-Polish-speaking Members and Employers interested in joining the Association. Regardless of this, only the original Polish version of these Statutes is legally binding.

THE STATUTES
OF
THE ASSOCIATION OF EMPLOYERS OF THE INTERNET INDUSTRY
INTERACTIVE ADVERTISING BUREAU POLSKA
(consolidated text)

Chapter I.

General provisions.

- 1) The Association of the Employers of the Internet Industry – Interactive Advertising Bureau Polska (hereinafter referred to as "the Association") is a voluntary, autonomous and durable organisation of employers, as defined in the Employers' Organisations Act from 23 May 1991 (Polish Journal of Laws from 1991, number 55, position 235, as amended). The Association is entitled to use the following abbreviation of its name: IAB Polska. In its international activity the Association is entitled to use the English equivalent of its name, in the form of: Interactive Advertising Bureau Poland.
- 2) The Association acts on the territory of Poland as well as abroad, in accordance with the local law.
- 3) The Association's registered office is located in the Capital City of Warsaw.
- 4) The activity of the Association is based on the binding law, in particular on the provisions of the Employers' Organisations Act from 23 May 1991 and the provisions of these Statutes.
- 5) The internal structure of the Association is defined by these Statutes and the internal regulations.
- 6) The Association is entitled to establish and join other federations and confederations of the employers' associations as well as to join international organisations of employers. The Association may also incorporate commercial companies and join such companies as a shareholder.

Chapter II.

Aims and methods of operation.

- 1) The aim of the Association is:
 - a. protecting rights and representing interests of the Members of the Association before the trade unions, national authorities and state administration and local authorities,
 - b. taking actions for establishing cooperation with other organisations of employers with the aim of stimulating harmonious development of the economy, with particular regard to the Internet industry,
 - c. influencing the national legislation so that it would support the economic development and take into account the rights and interests of the employers,
 - d. popularizing and supporting development of the Internet as an independent medium and essential element in the set of media used in marketing communications,
 - e. influencing the development of the Internet advertising market, especially through: promoting healthy competition in the Internet advertising market, taking regulatory actions to enhance the competitiveness of this market,
 - f. promoting international standards for relations and cooperation between entities operating on the Internet advertising market,
 - g. spreading the knowledge about the possible ways to use the Internet for the marketing purposes,
 - h. promoting actions the aim of which is to control the credibility of the data published by the Employers, who use the Internet for the commercial purposes,
 - i. discovering the advantages of the Internet advertising and the possibilities it provides in comparison with advertising in other types of media,
 - j. establishing, developing and reviewing standards and rules concerning the application of the marketing techniques and technologies in the Internet,
 - k. collecting complete documentation containing all essential information regarding the Internet and advertising connected with the Internet, and making it available to the Members of the Association and to the wide public, if it proves its usefulness,
 - l. international exchange of ideas concerning marketing and technologies applied on the Internet,
 - m. undertaking research in the field of marketing applicable to the Internet advertising,
 - n. providing the wide public with the information about the Internet and online marketing,
 - o. initiating and supporting the initiatives, which are similar or identical with the aims of the Association.

- 2) The Association shall achieve its aims *inter alia* by:
 - a. organising trainings and seminars,
 - b. granting industry awards,
 - c. cooperating with media,
 - d. issuing quality certificates and certificates confirming knowledge, skills and competences,

- e. self-organising research on Polish Internet community and cooperating in this respect with research companies,
- f. creating and administrating websites dedicated to the Internet issues.

Chapter III.

Financing the Association's activity.

- 1) The assets of the Association's may come from:
 - a. membership fees,
 - b. subsidies, grants, inheritance, bequests, donations, Association's own activities and income from Association's assets as well as from public generosity,
 - c. income derived from the Association's business activity performed in accordance with the binding law. The Association may perform its business activity in the field of production, trade and services, while all the income derived from this activity shall be spent for the Association's statutory aims and shall not be distributed among its Members,
 - d. dividends, profit distributions and other amounts deriving from commercial companies of which the Association is a shareholder.
- 2) The detailed rules on the Association's finances shall be adopted by the Supervisory Board in the form of resolutions. The aforementioned resolutions shall concern in particular:
 - a. the value of the membership fees,
 - b. rules on creating funds and financial reserves.
- 3) The membership fees shall be determined in such a way as to enable the achievement of the aims proposed by the Management Board and approved by the Supervisory Board. The amount of the membership fee for a given member category shall be defined at the Management Board's request by the Supervisory Board in the form of a resolution. There are two payment periods regarding the payment of the membership fee: the first payment period – from 1st January until 30th June each calendar year and the second payment period – from 1st July to 31st December each calendar year. The membership fee shall be paid on the basis of the debit note issued by the Association. The debit note shall be issued before the commencement of the relevant payment period and shall be paid on the date indicated therein. The Management Board may decide to issue more than one debit note for a given Association's member in a given payment period, but in any case the sum of the amounts indicated on these debit notes may not exceed the total amount due from that Association's member for a given payment period.
- 4) The membership fee from the Member that has been admitted to the Association in the course of a given payment period, due for this period, shall be paid within 7 days of the date of the admission to the Association. The membership fee is calculated in such a

case in the full amount determined for a given category of Members for a given payment period and not *pro rata* basis.

Chapter IV.

The Members of the Association, their rights obligations

§ 1 – types of membership

- 1) A Member of the Association may be an employer in the meaning of art. 3 of the Polish Labour Code (“an employer is an organisational unit, even if it has no legal personality, or an individual, provided that it employs employees”), whereby:
 - a. a Managing Member may be an employer operating on the territory of Poland, representing the Internet industry, whose activity prior to joining the Association was compliant with the rules adopted by the Association and which prior to joining the Association provided data for the AdEx research or other research of advertising expenses conducted by the Association,
 - b. an Industry Member may be an employer representing the Internet industry operating both on the territory of Poland and outside the territory of Poland,
 - c. an Associate Member may be an employer not operating in the Internet industry, which is an advertiser using interactive advertising tools.
- 2) It is allowed to change the type of membership. An entity that is already a member of a certain type may submit to the Management Board of the Association or to the Supervisory Board of the Association an application to change the membership category. The application should indicate the current category, the new category and the reasons justifying the change of category. The condition for changing the category is to meet the criteria specific to the given category. Changes in the type of membership between types indicated in clause 1) item b. and c. above may also be performed by the Management Board informing the Member about the change of the category.
- 3) The association’s membership is voluntary and shall not limit the independence of the Member’s activities.

§2 – the rules on the admission of Managing Members

- 1) The status of a Managing Member can be granted to an Employer who performs his business activity in the field of the Internet industry. The status of a Managing Member is possessed by Founder Members who participated in the Founding Assembly, who voted in favour of the resolution on the foundation of the Association, and who were defined in the resolution adopted during the Founding Assembly as Ordinary Members of the Association. The value of membership fees due from Founder Members is stipulated in the resolution adopted during the Association’s Founding Assembly. The value of membership fees due from Managing Members, who are Founder Members of the Association, can be changed according to the procedure defined in other provisions of these Statutes.

- 2) The Internet industry in the meaning of the provisions of these Statutes is the activity based on benefiting from:
 - a. sale and intermediation in the sale of the place on advertising aims in the Internet,
 - b. production of advertising creations broadcasted on the websites,
 - c. production of web pages, websites, applications and other solutions related to the presence of the Employers in the Internet network,
 - d. conducting research on the Internet,
 - e. planning advertising space on the websites for the purposes of advertising campaigns,
 - f. sales and intermediation in the sale of products and services in the shops and online auctions,
 - g. sharing content on the Internet for remuneration.
- 3) The Internet industry in the meaning of the provisions of these Statutes also consists of other employers, whose activity has been recognised by the Supervisory Board as the activity performed in the Internet industry.
- 4) The Employer who wants to become the Managing Member of the Association files an application, which includes:
 - a. a document confirming registration of the entrepreneur and indicating the fields of its business activities,
 - b. completed application form received from the Management Board of the Association, which includes *inter alia* the personal data of the person appointed to the Supervisory Board,
 - c. declaration of joining the Association, containing in particular the declaration of will to join the Association and to comply with the provisions established by these Statutes,
 - d. materials confirming that the employer's activity before joining the Association was complied with the rules adopted by the Association,
 - e. materials confirming the transfer of data for the AdEx research or other research of advertising expenses conducted by the Association.
- 5) The resolution on the admission to the Association as a Managing Member shall be adopted by the Supervisory Board, by the simple majority of votes. The voting on the resolution on the admission to the Association as a Managing Member takes place at the next meeting of the Supervisory Board, yet no later than after 30 days from the day of filing documents stipulated in § 2 clause 4) of this Chapter by the Employer. The resolution of the Supervisory Board on the admission to the Association as a Managing Member, shall be sent to the Employer via registered mail and e-mail. The resolution on the admission to the Association as a Managing Member contains the following information:
 - a. the date of joining the Association, which is at the same time the date of obtaining the status of the Managing Member together with all the rights and obligations arising from the Statutes of the Association; the date of joining the Association will

be set for a day within the period of 12 months following the date of filing the application by the Employer,

b. information on the value of the membership fee and the payment procedures.

- 6) In case of refusal to admit the Employer to the Association as a Managing Member, the Employer has the right to appeal to the Supervisory Board, within 14 days from the day when he received the information about the refusal together with the statement of reasons for such decision. The resolution on the admission of the Employer to the Association as a Managing Member, resulting from the appeal filed by this Employer, shall be issued by the Supervisory Board at the next meeting, yet no later than within 6 months from the date of receiving the Employer's appeal. The Employer will be admitted to the Association as a Managing Member, if it receives at least 3/4 of votes of the members of the Supervisory Board which are present at the meeting. The resolution on the admission contains the information referred to in clause 5) item a. and b. of this paragraph 2.

§ 3 – the rules governing the admission of Industry Members

- 1) The Employer who wants to become an Industry Member of the Association, files an application, which includes:
- a. completed application form received from the Management Board of the Association,
 - b. declaration of joining the Association, containing the declaration of will to join the Association and to comply with the provisions established by these Statutes.
- 2) The decision on the admission to the Association as an Industry Member shall be adopted by the Management Board within 30 days from the day of receiving the application. The Management Board sends a written reply to the Employer, which contains:
- a. the approval or the disapproval of the Employer's admission to the Association; in case of disapproval the Management Board is obliged to give the reasons for such decision.
 - b. information about the value of the membership fee and the payment procedures.
- 3) In case the Management Board decides to refuse the Employer's admission to the Association as an Industry Member, the Employer has the right to appeal to the Management Board, within 14 days from the day when he received the decision. The resolution on the admission of the Employer to the Association as an Industry Member resulting from the appeal filed by this Employer shall be adopted by the Management Board within 30 days from the day of receiving the appeal. The disapproval of the admission of the Employer to Association as an Industry requires statement of reasons.
- 4) The Employer is granted the status of an Industry Member from the day when the membership fee has been entered into the Association's bank account.

- 5) Notwithstanding the provisions of the preceding clauses of this paragraph, the status of an Industry Member is possessed by Founder Members, participating in the Founding Assembly, who voted in favour of the resolution on the foundation of the Association, and who were defined in the resolution adopted during the Founding Assembly as Extraordinary Members of the Association. The value of membership fees due from Founder Members is stipulated in the resolution adopted during the Association's Founding Assembly. The value of membership fees due from Industry Members, who are Founder Members of the Association, can be changed according to the procedure defined in other provisions of these Statutes.
- 6) The status of an Industry Member also have Members who have been admitted to the Association as Extraordinary Members unless they have been excluded from the Association or their membership category has been changed.

§ 4 – the rules governing the admission of Associate Members

- 1) The Employer who wants to become an Associate Member of the Association, files an application, which includes:
 - a. completed application form received from the Management Board of the Association,
 - b. declaration of joining the Association, containing the declaration of will to join the Association and to comply with the provisions established by these Statutes.
- 2) The decision on the admission to the Association as an Associate Member shall be adopted by the Management Board within 30 days from the day of receiving the application. The Management Board sends a written reply to the Employer, which contains:
 - a. the approval or the disapproval of the Employer's admission to the Association; in case of disapproval the Management Board is obliged to give the reasons for such decision.
 - b. information about the value of the membership fee and the payment procedures.
- 3) In case the Management Board decides to refuse the Employer's admission to the Association as an Associate Member, the Employer has the right to appeal to the Management Board, within 14 days from the day when he received the decision. The resolution on the admission of the Employer to the Association as an Associate Member resulting from the appeal filed by this Employer shall be adopted by the Management Board within 30 days from the day of receiving the appeal. The disapproval of the admission of the Employer to Association as an Associate requires statement of reasons.
- 4) The Employer is granted the status of an Associate Member from the day when the membership fee has been entered into the Association's bank account.

§ 5 – termination of the membership

- 1) The membership in the Association terminates:
 - a. upon the resignation from the membership. Declaration on resignation from the membership shall be submitted to the Management Board in writing. Striking from the list of the Members of the Association is effective at the end of the month, in which the declaration on resignation was filed in the Associations' office,
 - b. upon the dissolution of the Association,
 - c. upon the exclusion from the Association by the Supervisory Board due to gross violation of the Association's Statutes and Management Board or Supervisory Board's resolutions in accordance with the Statutes; in particular the delay in payment of the membership fee exceeding 30 calendar days shall be deemed as the gross violation of the Association's Statutes,
 - d. in case the Member of the Association ceases to exist or dies,
 - e. in the event of automatic termination of membership in the cases referred to in § 7 clause 6) and § 8 clause 6) of the Statutes.
- 2) The resolution on the exclusion from the Association is adopted by the majority of 2/3 of votes of the members of the Supervisory Board present at a meeting. The resolution on the exclusion includes statement of reasons. In case of adopting the resolution on the exclusion of a Member, the excluded Member has the right to appeal to the Supervisory Board within 14 days from the day of receiving the resolution on exclusion from the Association. The Supervisory Board adopts the resolution on the exclusion of the Member from the Association as a result of the appeal filed by this Member, at the next meeting of the Supervisory Board, yet no later than within 3 months from the day of receiving the appeal. The Employer is ultimately excluded from the Association, if at least 3/4 of members of the Supervisory Board present at the meeting vote in favour of excluding this Member from the Association. The resolution on the exclusion from the Association includes the statement of reasons.
- 3) In the period from the day of adopting the resolution on the exclusion from the Association by the Supervisory Board, until the day of the meeting of the Supervisory Board, on which the Employer's appeal is considered, yet lasting no longer than 6 months, the Employer is suspended in his rights and obligations as a Member of the Association.
- 4) No claims in connection with the termination of the membership in the Association may be filed against the Association's assets, in particular claim for refund of any part of the paid membership fee.

§ 6 – rights and obligations of Managing Members

- 1) Managing Members, who have paid membership fees due in given payment period in the full amount, are entitled to appoint their representative in the Supervisory Board of the Association. Appointing the representative to the Supervisory Board is made by submitting a written declaration of the Managing Member. Appointing the representative to the Supervisory Board is effective to the Association from the moment of noticing the Management Board of the Association. The notice shall be sent *via* registered mail or *via* courier. The Managing Member is entitled to change his representative to the

Supervisory Board at any time. The change of the representative to the Supervisory Board is effective to the Association from the moment the Management Board of the Association receives notice on this fact. The notice shall be sent *via* registered mail or *via* courier.

- 2) Apart from rights indicated in clause 1) of this paragraph, Managing Members have rights to:
 - a. initiate works, which serve pursuing the statutory aims of the Association. The aforesaid works will be conducted in a workgroup, established by at least one member of the Management Board and Managing Member or Industry Member, or established by at least two Managing Members of the Association, controlling at least 25% of the votes in the Supervisory Board – submitting an application to create a workgroup to the Management Board. The workgroup can also consist of representatives of other Managing or Industry Members of the Association or other persons invited by the Management Board to participate in its works. The application shall specify the name of the workgroup, the subject of its activity and the composition of the workgroup. The Management Board appoints the workgroup by the resolution, indicating in the resolution the name of the group, the subject of its activity and the personal composition of the workgroup. The Management Board is also only authorised to adopt the resolution on termination of the workgroup, change of its name, the subject of its activity and implementation of the workgroup's findings. Each Managing Member has the right to appoint any person to participate in works of a workgroup,
 - b. enjoy any rights, resulting from the membership in the Association;
 - c. access to and use information about the Association's activity;
 - d. file motions concerning the activity of the Association;
 - e. participate in the discussion list;
 - f. participate gratuitously or partly gratuitously in trainings, seminars and other events organised by the Association;
 - g. place the logo "Członek IAB Polska" ("The Member of IAB Polska") in the Employer's materials and papers;
 - h. place his own logo in selected publications of the Association;
 - i. receive the certificate confirming his membership in IAB Polska;
 - j. other privileges granted by the Management Board of the Association.
- 3) Managing Members are obliged to:
 - a. comply with provisions of the Statutes and resolutions of the Management Board and the Supervisory Board adopted in accordance with the Statutes of the Association,
 - b. pay membership fees on time.
- 4) In case of delay in payment of the membership fee, the Managing Member loses all of his membership rights and privileges, as stated in § 6 clause 2) or granted by the Management Board until the time the Supervisory Board adopts a resolution on the

exclusion from the Association. In particular, such Managing Member cannot participate in works of workgroups and use any discounts.

- 5) The loss of membership rights and privileges, resulting from the delay in payment of membership fee is automatic, yet occurs no earlier than after 14 days past the due date of payment, which was indicated in the debit note issued by the Association.
- 6) In case Managing Member who lost his rights under the procedure described in § 6 clause 4) and 5) of these Statutes, makes the payment of the overdue membership fee in the full amount, he recovers all of his membership rights and privileges, with which he has been vested pursuant to § 6 clause 2) of the Statutes or which have been granted to him by the Management Board. The recovery of membership rights and privileges is automatic, and takes effect upon the expiry of a 3-day period starting from the day when the overdue membership fee is transferred to the Association's bank account. Notwithstanding this, the Management Board may claim interest due for late payment.

§ 7 – rights and duties of Industry Members

- 1) Industry Members have the right to:
 - a. initiate works, which serve pursuing the statutory aims of the Association. The aforesaid works will be conducted in a workgroup, established by at least one member of the Management Board and Managing Member or Industry Member – submitting an application to create a workgroup to the Management Board. The workgroup can also consist of representatives of other Managing or Industry Members of the Association or other persons invited to participate in its works. The application shall specify the name of the workgroup, the subject of its activity and the composition of the workgroup. The Management Board appoints the workgroup by the resolution, indicating in the resolution the name of the group, the subject of its activity and the personal composition of the workgroup. The Management Board is also only authorised to adopt the resolution on termination of the workgroup, change of its name, the subject of its activity and implementation of the workgroup's findings. Each Industry Member has the right to appoint any person to participate in the works of the workgroup,
 - b. access to and use the information about the Association's activity;
 - c. file motions concerning the activity of the Association;
 - d. participate in the discussion list;
 - e. participate gratuitously or partly gratuitously in trainings, seminars and other events organised by the Association;
 - f. place the logo: "Członek IAB Polska" ("The Member of IAB Polska") in the Employer's materials and papers;
 - g. place his own logo in selected publications of the Association;
 - h. receive the certificate confirming his membership in IAB Polska;
 - i. other privileges granted by the Management Board of the Association.
- 2) Industry Members are obliged to:

- a. comply with the provisions of the Statutes and resolutions of the Management Board and the Supervisory Board adopted in accordance with the Statutes of the Association,
 - b. pay membership fees on time.
- 3) In case of a delay in payment of the membership fee, Industry Member loses all of his membership rights and privileges, as stated in § 7 clause 1) or granted by the Management Board, until the time the Supervisory Board adopts a resolution on the exclusion from the Association. In particular such Industry Member cannot participate in the works of the workgroup or benefit from the discounts.
 - 4) The loss of the membership rights and privileges, resulting from the delay in payment of the membership fee is automatic, yet occurs no earlier than after 14 days past the due date of payment which was indicated in the debit note issued by the Association.
 - 5) In case Industry Member who lost his rights under the procedure described in § 7 clause 3) and 4) of these Statutes above, makes the payment of the overdue membership fee in the full amount, he recovers all of his membership rights and privileges, with which he has been vested pursuant to § 7 clause 1) of the Statutes or which have been granted to him by the Management Board. The recovery of membership rights and privileges is automatic, and takes effect upon the expiry of a 3-day period starting from the day when the overdue membership fee is transferred to the Association's bank account. Notwithstanding this, the Management Board may claim interest due for late payment.
 - 6) If the delay in payment by an Industry Member exceeds 6 months (which shall be calculated from the date of payment indicated in the debit note), the membership automatically ceases, without the need for the adoption a resolution on exclusion by the Supervisory Board.

§ 8 – rights and duties of Associate Members

- 1) Associate Members have the right to:
 - a. initiate works, which serve pursuing the statutory aims of the Association. The aforesaid works will be conducted in a workgroup, established by at least one member of the Management Board and Managing Member or Associate Member – submitting an application to create a workgroup to the Management Board. The workgroup can also consist of representatives of other Managing or Associate Members of the Association or other persons invited to participate in its works. The application shall specify the name of the workgroup, the subject of its activity and the composition of the workgroup. The Management Board appoints the workgroup by the resolution, indicating in the resolution the name of the group, the subject of its activity and the personal composition of the workgroup. The Management Board is also only authorised to adopt the resolution on termination of the workgroup, change of its name, the subject of its activity and implementation

- of the workgroup's findings. Each Associate Member has the right to appoint any person to participate in the works of the workgroup,
- b. participate in the works of workgroups established by the Managing Members or the Industry Members of the Association, upon invitation of the Management Board of the Association,
 - c. access to and use the information about the Association's activity;
 - d. file motions concerning the activity of the Association;
 - e. participate in the discussion list;
 - f. participate gratuitously or partly gratuitously in trainings, seminars and other events organised by the Association;
 - g. place the logo: "Członek IAB Polska" ("The Member of IAB Polska") in the Employer's materials and papers;
 - h. place his own logo in selected publications of the Association;
 - i. receive the certificate confirming his membership in IAB Polska;
 - j. other privileges granted by the Management Board of the Association.
- 2) Industry Members are obliged to:
 - a. comply with the provisions of the Statutes and resolutions of the Management Board and the Supervisory Board adopted in accordance with the Statutes of the Association,
 - b. pay membership fees on time.
 - 3) In case of a delay in payment of the membership fee, Industry Member loses all of his membership rights and privileges, as stated in § 7 clause 1) or granted by the Management Board, until the time the Supervisory Board adopts a resolution on the exclusion from the Association. In particular such Industry Member cannot participate in the works of the workgroup or benefit from the discounts.
 - 4) The loss of the membership rights and privileges, resulting from the delay in payment of the membership fee is automatic, yet occurs no earlier than after 14 days past the due date of payment which was indicated in the debit note issued by the Association.
 - 5) In case Industry Member who lost his rights under the procedure described in § 8 clause 3) and 4) of these Statutes above, makes the payment of the overdue membership fee in the full amount, he recovers all of his membership rights and privileges, with which he has been vested pursuant to § 8 clause 1) of the Statutes or which have been granted to him by the Management Board. The recovery of membership rights and privileges is automatic, and takes effect upon the expiry of a 3-day period starting from the day when the overdue membership fee is transferred to the Association's bank account. Notwithstanding this, the Management Board may claim interest due for late payment.
 - 6) If the delay in payment by an Associate Member exceeds 6 months (which shall be calculated from the date of payment indicated in the debit note), the membership automatically ceases, without the need for the adoption a resolution on exclusion by the Supervisory Board.

Chapter V.

The Authorities of the Association

§ 1 – the authorities of the Association

The authorities of the Association are:

- 1) The Management Board,
- 2) The Supervisory Board.

§ 2 – The Management Board

- 1) The Management Board shall consist of 2 up to 7 persons. The exact number of the members of the Management Board shall be defined by the Supervisory Board. The member of the Management Board cannot simultaneously be the representative of the Member of the Association in the Supervisory Board. The members of the Management Board may be remunerated for the conducting of the Association's affairs. The remuneration shall be determined in the resolution of the Supervisory Board.
- 2) Members of the Management Board shall be elected by the Supervisory Board in a secret vote for the 24-month term. Upon the expiry of their term of office, members of the Management Board continue to perform their duties until the new Management Board is constituted.
- 3) The request for changes regarding the composition of the Management Board may be filed as the result of a decision adopted by at least 25% of votes of the members of the Supervisory Board of the Association. The recall of the Member of the Management Board is a result of the Supervisory Board's resolution adopted by a simple majority of votes.
- 4) Two members of the Management Board acting jointly are authorized to make representations, including incurring liabilities and sign statements on behalf of the Association. The representations addressed to the Association may be made and written communications may be served on one member of the Management Board.
- 5) The meeting of the Management Board shall have a *quorum*, if at least 51% of the members of the Management Board are present.
- 6) The meetings of the Management Board may be held in the form of teleconference or in other forms enabling remote participation – with the use of means of communication which ensure undisturbed proceedings. In such a case the President of the Management Board or person appointed by him shall prepare the minutes of the meeting which shall include all of the resolutions adopted at the meeting and the number of votes given on each resolution. The minutes shall be sent to all the members of the Management Board for their signature.

- 7) In case the meeting of the Management Board cannot be held but there is a necessity to adopt resolutions, the President of the Management Board may order passing of the resolutions in a circular mode or by the wiki platform, sending the drafts of the resolutions to all Members of the Management Board. The President of the Management Board or the person appointed by him, prepares the minutes of the proceedings, which shall include all of the adopted resolutions and the number of votes given on each resolution.
- 8) The resolutions of the Management Board shall be adopted by the simple majority of votes. In case of a tie the President of the Management Board shall have the casting vote.
- 9) The competences of the Management Board include, in particular:
 - a. drafting plans of the Association's activity,
 - b. submitting to the Supervisory Board annual activity reports and financial statements,
 - c. setting fees for the services provided by the Association,
 - d. defining the detailed rules relating to the Association's finance,
 - e. granting certificates to Employers and to products or services,
 - f. performing other tasks stipulated in these Statutes and all other matters that have not expressly been reserved for the Supervisory Board.
- 10) At every request of the Managing Member of the Association, the Management Board shall announce the composition of the Supervisory Board *via* registered mail or *via* e-mail, and send to this Managing Member, within 21 days, documents containing information on:
 - a. the composition of the Supervisory Board, including: the name, surname and the name of the Managing Member, whose interests are being represented by him,
 - b. the overall value of the membership fees paid by all the Managing Members in the current payment period,
 - c. the division of votes among the particular Members of the Association.
- 11) The document containing the information defined in clause 10 item a), b) and c) of this paragraph, shall be sent by the Management Board without undue delay in case of any changes, described in § 6 clause 1) of Chapter IV as well as in case the new Employer joins the Association as a Managing Member or the Managing Member is excluded from the Association.

§ 3 – The Supervisory Board

- 1) The Supervisory Board constitutes the highest authority of the Association. The Supervisory Board is composed of representatives of Managing Members, who have paid all the membership fees due for given payment period in the full amount.

- 2) The Supervisory Board elects from among its members the Chairman of the Supervisory Board and two Deputy chairmen for the term of 12 months. The Chairman of the Supervisory Board or the Deputy chairman shall convene and chair the meeting of the Supervisory Board. The meetings of the Supervisory Boards can be held as ordinary or extraordinary meetings.
- 3) The members of the Supervisory Board will be advised no less than 14 days in advance of the intended meeting of the Supervisory Board. Notwithstanding the failure to observe the aforesaid 14 day period, the meeting of the Supervisory Board may still be held, provided that the representatives of all Managing Members approve the decision of holding the meeting and its agenda.
- 4) The notice on the Supervisory Board's meeting shall be sent to all the members of the Supervisory Board *via* registered mail with the acknowledgment of receipt or *via* courier, and contains in particular the information on:
 - a. the date, the hours and the place of the meeting,
 - b. the agenda of the meeting, including drafts of the resolutions which are to be adopted at the meeting.
- 5) Each Managing Member has the right to appoint one representative to the Supervisory Board. During the Supervisory Board's meeting, the member of the Supervisory Board holds the number of votes, as defined pursuant to the § 5 of this Chapter.
- 6) The Supervisory Board has the right to define in a detailed way the scope of each member of the Management Board's duties.
- 7) The scope of the competences and obligations of the Supervisory Board are as follows:
 - a. defining the general guidelines for the development of the Association and approval the Management Board's action plans;
 - b. evaluating and giving its opinions on the work of the Management Board and granting vote of approval to the Management Board;
 - c. undertaking the audit of the accounts, monitoring the compliance of the Association's financial results with the accounting documents and the applicable law. The Supervisory Board has the right to request the Management Board to provide it with reports and explanations;
 - d. considering and approving the annual financial statements of the Association for the previous financial year;
 - e. considering and approving the Association's activity report for the given year;
 - f. deciding on joining national or international organizations;
 - g. appointing and dismissing members of the Management Board, including the President of the Management Board, employ and terminate the employment of members of the Management Board, or conclude civil law contracts with members of the Management Board which shall stipulate the value and the form of members of the Management Board remuneration, in particular the mandate contracts,

- specific work contracts or contracts defining the remuneration for meetings. For the purposes of performing the contract concluded between the Association and the member of the Management Board, as well as in case of a dispute, the Association shall be represented by the Chairman of the Supervisory Board or the proxy, appointed by the resolution of the Supervisory Board;
- h. modification the provisions of the Statutes of the Association;
 - i. deciding on the dissolution and liquidation of the Association;
 - j. expressing its consent to the sale, lease or tenancy of the Association's real estate;
 - k. expressing its consent to the acquisition of the real estate;
 - l. merging with other associations;
 - m. incurring loans or credits;
 - n. performing other tasks stipulated in these Statutes.
- 8) The ordinary meeting of the Supervisory Board shall be convened by the President of the Management Board once a year with the purpose of: considering and approving the financial statements and the Association's activity report for the previous year, adopting the resolution on granting vote of approval to the Management Board, adopting the resolution on the division of the profits or financing of losses. The ordinary meeting of the Supervisory Board shall be convened on a day within 6 months after the end of the calendar year for which the financial statements and the report on Association's activity will be considered and approved.
- 9) The extraordinary meeting of the Supervisory Board can be convened by the decision of the Management Board at any time the Management Board considers it necessary. In addition, the Management Board is obliged to convene the extraordinary meeting of the Supervisory Board, at the request of Managing Members who control at the time of filing the request, at least 25% of votes in the Supervisory Board – in such case the meeting will be convened for a day within 1 month after the day of receiving the request, unless the Managing Members who filed the request, defined the later date for the meeting of the Supervisory Board. In case the Management Board fails to convene the meeting of the Supervisory Board under the procedure described in this clause, the meeting of the Supervisory Board shall be convened by the Chairman, Deputy chairman or the member of the Supervisory Board.
- 10) The meetings of the Supervisory Board shall have a *quorum*, which enable adopting resolutions, if it is attended by the representatives of the Managing Members who hold at least half of all the votes in the Supervisory Board. If the meeting convened for a particular day does not have the aforesaid *quorum*, the meeting of the Supervisory Board shall be convened for another day within 1 month after the previous date of the meeting. The meeting convened under the procedure described in the preceding sentence, shall have a *quorum* and shall be entitled to adopt resolutions, irrespective of the number of the representatives present.
- 11) The meetings of the Supervisory Board can be held in the form of teleconference or in other forms enabling remote participation – with the use of means of communication

which ensure undisturbed proceedings. Meetings held in the forms described in the preceding sentence shall be considered valid and the resolutions adopted on such meetings shall be considered effective (notwithstanding other formal requirements stipulated in the provisions of these Statutes) provided the Chairman of the Supervisory Board or a person appointed by him prepares the minutes of the meeting, which will include all of the resolutions adopted at the meeting and the number of votes given on each resolution, and the minutes are signed by the Chairman and the members of the Supervisory Board who attended the meeting.

- 12) In case when meeting of the Supervisory Board cannot be convened but there is a necessity to adopt resolutions, the Chairman of the Supervisory Board may order passing of the resolutions in a circular mode or by the wiki platform, sending the drafts of the resolutions to all Members of the Supervisory Board. The Chairman of the Supervisory Board or the person appointed by him, prepares the minutes of the proceedings described above, which include the adopted resolutions and the number of votes given on each resolution. Excluded from being adopted under the procedure described in this clause are those resolutions which must be adopted by the Supervisory Board at the ordinary meeting.
- 13) Unless otherwise stated in these Statutes, all the resolutions of the Supervisory Board require a simple majority of votes of the representatives of the Managing Members present at the meeting.
- 14) Voting in the Supervisory Board shall be open, unless it concerns the appointment and the dismissal of the members of the Management Board of the Association or granting them vote of approval.
- 15) Minutes of the meetings of the Supervisory Board shall be prepared.
- 16) Voting on matters not included in the agenda is possible provided all the members of the Supervisory Board are present at the meeting and give their consent to include given matters into the agenda of the meeting. The motion on adopting particular resolution can be submitted by the representatives to the Supervisory Board present at the meeting.
- 17) The amendments of the Statutes' provisions can only be made by the resolution of the Supervisory Board adopted by the majority of 2/3 of votes in the presence of the members of the Supervisory Board controlling at least 3/4 of votes.
- 18) The dissolution of the Association and its liquidation can only be made by the resolution of the Supervisory Board adopted by the majority of 2/3 of votes in the presence of the members of the Supervisory Board controlling at least 3/4 of votes.

§ 4 – Peer Tribunal

- 1) The Peer Tribunal operates on the basis of the Statutes, the Bylaws and other resolutions which have been adopted by the competent Association's bodies, in particular the Codes of Practice.
- 2) The Peer Tribunal is independent and autonomous. Neither of the Association's bodies is competent to issue to the Peer Tribunal nor its Arbitrators any binding orders.
- 3) The Peer Tribunal rules on cases concerning breach of provisions of the Code of Practice by the Association's Members and entities other than the Association's Members which joined the Codes of Practice.
- 4) The administrative support of the Peer Tribunal is provided by the Association's office.
- 5) The proceedings before the Peer Tribunal involve two instances.
- 6) The Arbitrator of the Peer Tribunal may be a natural person who jointly fulfils the following conditions:
 - a. is a person of legal age and has a full legal capacity to perform acts in law,
 - b. has a good reputation; adheres to moral, ethical and legal standards and has not been convicted of an offense committed intentionally,
 - c. has the expertise in the media and Internet market and the expertise necessary to perform the function of the Arbitrator (in particular in the field of audiovisual media services).
- 7) The Arbitrator of the Association cannot be the:
 - a. Member of the Association's Management Board,
 - b. Member of the Association's Supervisory Board,
 - c. Association's employee,
 - d. person associated with another Arbitrator by any official, personal, family or property relationship.
- 8) The Arbitrators are appointed by the Association's Supervisory Board at the request of the Association's Management Board, in order to consider given case.
- 9) The Arbitrator shall perform his function personally. The Arbitrator is not entitled to remuneration for the performance of his role.
- 10) The basis of initiating the proceedings before the Peer Tribunal is the application to commence the proceedings. The proceedings before the Peer Tribunal may be initiated at the request of:
 - a. The Association's Member who is a signatory to the Code of Practice or the entity other than the Association's Member and who is a signatory to the Code of Practice, whose interest has been affected by failure to comply with the Code of Practice by another signatory to the Code of Practice,
 - b. The Association's body which has been informed of failure to comply with the Code of Practice by another signatory to this Code of Practice.
- 11) Decisions shall be taken in the form of resolutions by a majority vote.
- 12) Detailed rules on the appointment of the Arbitrators and the functioning of the Peer Tribunal and the proceedings before the Peer Tribunal are set out in the Rules of Procedure of the Peer Tribunal, adopted by the Association's Supervisory Board.

§ 5 – the distribution of votes

- 1) Each Managing Member holds through his representative to the Supervisory Board votes, the number of which is the relation of the paid membership fee due from this Managing Member for the current payment period to the total amount of the paid membership fees due from all the current Managing Members for that payment period. The value of the membership fee to be paid by the Managing Member shall not exceed the value defined pursuant to the provisions of these Statutes.
- 2) A representative of a single Managing Member, irrespective of the value of the membership fee paid, cannot hold more than 25% of votes in the Supervisory Board and cannot made independent decisions on behalf of the Supervisory Board, in particular he cannot adopt resolutions, including resolutions on the modification of the Statutes' provisions.

Chapter VI.

The business activity of the Association.

- 1) The funds for pursuing statutory aims of the Association may be obtained from business activity carried out in Poland and abroad in accordance with the relevant local laws and regulations. The scope of the business activity of the Association may be defined according to the codes of Polish Classification of Activities (PKD) as:
 1. Retail sale via mail order houses or via Internet – PKD 47.91.Z;
 2. Other retail sale not in stores, stalls or markets – PKD 47.99.Z;
 3. Book publishing – PKD 58.11.Z;
 4. Publishing of directories and registers (e.g. street, phone directory) – PKD 58.12.Z;
 5. Other publishing activities – PKD 58.19.Z;
 6. Motion picture, video and television programme post-production activities – PKD 59.12.Z;
 7. Motion picture, video and television programme distribution activities – PKD 59.13.Z
 8. Data processing, hosting and related activities – PKD 63.11.Z;
 9. Web portals – PKD 63.12.Z;
 10. Other information service activities not elsewhere classified – PKD 63.99.Z;
 - 10a. Renting and operating of own or leased real estate;
 11. Intermediation in the sale of the place on advertising aims in printed media – PKD 73.12.B;
 12. Intermediation in the sale of the place on advertising aims in electronic media (Internet) – 73.12.C;

13. Activity related to organisation of trade fairs, exhibitions and congresses – PKD 82.30.Z;
 14. Other business support service activities not elsewhere classified – PKD 82.99.Z;
 15. Other out-of-school forms of education, not elsewhere classified – PKD 85.59.B;
 16. Activities of commercial and employers organizations – PKD 94.11.Z;
 17. Activities of other membership organisations not elsewhere classified – PKD 94.99.Z;
 18. Other personal service activities not elsewhere classified – PKD 96.09.Z.
- 2) After the approval of the financial statements and the Association's activity report, the Supervisory Board shall adopt a resolution on the division of the profits. The profits can be allocated for:
- a. financing the statutory activity of the Association;
 - b. developing the Association's business activity carried out in a way and in the size which serve pursuing the Association's statutory aims.
- 3) If in a given financial year the Association sustains a loss, the Management Board shall submit to the Supervisory Board its conclusions regarding the methods and resources for financing the loss.
- 4) The financial year of the Association shall be the calendar year.

Chapter VII.

Final provisions

- 1) As the result of adopting a resolution, defined in Chapter V § 3 clause 17 the Supervisory Board is obliged to adopt resolutions on the disposal of the assets of the Association and appointment of the Liquidation Committee. The Liquidation Committee consists of at least three members of the Supervisory Board.
- 2) The Statutes shall enter into force on the day of the registration of the Association by the Court.