

## THE ARTICLES OF ASSOCIATION

**The Association's mission is to support the development of the paper industry in Poland and integrate papermakers.**

### *CHAPTER I. - General provisions*

#### **Art. 1**

1. The Association of Polish Papermakers, abbreviated "SPP" (*Stowarzyszenie Papierników Polskich* in Polish) has the legal personality.
2. The registered office of the Association of Polish Papermakers is situated in Łódź.
3. The territory of the Association's activity is the entire area of the Republic of Poland.
4. The Association of Polish Papermakers is a scientific, technical and managerial organization assembling individual members and economic operators whose activities are connected with papermaking and related fields.
5. The Association of Polish Papermakers may apply for the membership of domestic and foreign organizations.
6. The Association shall use a circular seal with the framing inscription *Stowarzyszenie Papierników Polskich*.
7. The Association uses the banner of the Association of Engineers and Technicians of Paper Industry (Polish abbreviation: "SITPP"), whose successor is the SPP.
8. The Association's membership is open to both Polish and foreign citizens as well as to Polish and foreign economic operators.

### *CHAPTER II. - Objectives and manners of their realization*

#### **Art. 2**

1. The Association's objectives are:  
to integrate papermakers, preserve association tradition, document papermaking history and create professional ethics among the members, amicable solidarity and mutual remembrance
  - a) to represent papermakers on the forum of the governmental and local administration organs
  - b) to organize scientific and technical activities embracing improvement of professional qualifications, promotion of papermaking knowledge and related fields, mainly concerning collection of information on production quality and quantity, new products, raw materials and intermediates, machine and equipment performance, control and automation of manufacturing processes, power engineering, environmental protection, health safety at work as well as economic and organizational issues.
2. The Association of Polish Papermakers shall realize the objectives mentioned in p.1 by:

- a) creation of conditions for improving professional qualifications and knowledge upgrading through the organization of congresses, conferences, symposia, seminars, courses, exhibitions, displays, lectures, etc.,
- b) integration of the paper industry staff to initiate tasks intended to develop papermaking,
- c) presentation of the Association's views and submission of the papermakers' proposals, opinions, postulates to government and local administration, self-governed, social and business organizations, etc.
- d) co-operation with papermakers' organizations and technical associations both at national and international levels,
- e) economic activities, including technical, economic, trade and organizational consulting services, publishing and printing services, organization of conferences, symposia, exhibitions, training seminars, courses, collection of statistics, the profit of which shall be used to realize the Association's objectives in accordance with its articles,
- f) publication of periodicals, educational and training materials, etc.
- g) opinions on documents concerning papermaking and related fields prepared in central and regional organs,
- h) lobbying activities for the paper industry,
- i) market analysis on raw materials and paper industry products,
- j) analysis concerning the Best Available Techniques for the paper industry,
- k) collection and processing of information on raw materials and products of the paper industry,
- l) promotion of paper industry products as environmentally friendly,
- m) support to the recycling of used paper and board and their waste.

### *CHAPTER III. - Members, their rights and duties*

#### **Art. 3**

1. The membership comprises the following classifications:
  - a) individual members: regular and honorary
  - b) corporate members.

#### **Art. 4**

1. Regular members may be:
  - a) engineers and technicians employed in the paper industry or working for the industry
  - b) others graduated from secondary schools or universities, provided they are employed in the paper industry or work for the industry
  - c) persons whose professional achievements justify their acceptance as the Association's members
  - d) students
2. The regular member classification shall be sub-divided into:
  - a) professionally active members over the age of 30 years
  - b) junior members under the age of 30 years
  - c) retired members

Members mentioned under (b) and (c) are entitled to the reduced rate of subscription.

3. Regular members shall be admitted by the Managing Committee based on a written declaration of candidate.
4. Membership shall be confirmed by the membership card.
5. Regular members have the right:
  - a) to be elected to and to elect the authorities of the Association and its agencies outside the Association
  - b) to participate in the events organized by the Association on reduced rate basis
  - c) to receive the Association's periodical and other publications on reduced rate basis
  - d) to use the Association's rooms and equipment in accordance with the obligatory regulations
  - e) to use any form of amicable assistance organized by the Association,
  - f) to wear the Association's badges.
6. Regular members pledge themselves:
  - a) to comply with the provisions of the Articles of Association, by-laws and resolutions of the Association's authorities
  - b) to care about the Association's common good
  - c) to comply with the professional ethics principles
  - d) to participate in the Association's activities
  - e) to pay membership subscriptions in due time.
7. The expiry of regular membership takes place in case of:
  - a) death
  - b) voluntary resignation by giving written notice to the Managing Committee
  - c) cancellation by the Managing Committee due to failure in paying membership subscriptions
  - d) exclusion by the Managing Committee due to a court judgment meaning the loss of civil rights and due to failure to comply with provisions of the Articles of Association and resolutions of the Association's authorities.
8. Members have the right to appeal from a cancellation or exclusion decision within one (1) month to the Association's Council whose decision in this respect is final.

#### **Art. 5**

1. Based on their many years' activity in the Association, regular members may be made honorary members by the Congress of Polish Papermakers when an appropriate motion is put forward by the Association's Council.
2. The status of honorary member may be conferred on a person who is not a regular member, but has made irrefutable contribution to the development of the Association.
3. Distinction of honorary member may be conferred on a person who was previously awarded with the Honorary Badge (it does not apply to the persons mentioned in Art. 5 p.4).
4. The Association's Council may confer the status of honorary membership on chairmen of similar foreign associations for a period they hold their offices.
5. Honorary members have the rights and duties of regular members and are exempted from membership subscriptions.
6. Honorary membership ceases under the Congress' resolution based on a motion from the Association's Council.

## **Art. 6**

1. A corporate member may be a juridical or natural person interested in realization of the Association's objectives and financially supporting the realization of the Association's objectives and tasks.
2. Based on a written declaration, the corporate member shall be admitted by the Managing Committee.
3. Corporate members pledge themselves to pay membership subscriptions at a rate defined by the Association's Council.
4. The representative of the corporate member has the right:
  - a) to receive the Association's periodical and other publications on reduced rate basis
  - b) to actively participate in the election of the Association's authorities.
5. Employees of a corporate member company have the priority to participate in events organized by the Association.
5. Corporate membership ceases in cases of:
  - a) resignation addressed in writing to the Managing Committee
  - b) death of the member or discontinuation of operation of the member company
  - c) cancellation by the Board of Directors due to failure to pay membership subscriptions
7. Members have the right to appeal against the cancellation decision within one (1) month to the Association's Council whose decision in this respect is final.

## *CHAPTER IV. - Organizational structure and authorities of the Association*

### **Art. 7**

1. The Association's authorities are:
  - a) The Congress of Polish Papermakers
  - b) The Chairman and Association's Council
  - a) The Managing Committee
2. The Association's activities shall be controlled by the Audit Commission.
3. The election of the Association's authorities shall be organized and conducted by the Nomination Commission.
4. The term of office of the Association's authorities lasts 4 years.
5. The Congress shall pass its resolutions with a simple majority vote. Resolutions are valid provided that at least 50% of all members of the Association are present on the first fixed date and regardless of the number of members present on the second fixed date. Information on this rule along with the second date indicated shall be included in the invitation to the Congress meeting. In the case of an equal vote, the chairman shall have a casting vote.

6. The Council's resolutions shall be passed with a simple majority vote provided that at least 50% of its members are present. In the case of an equal vote the person who chairs the meeting shall have the casting vote.
7. The Managing Committee resolutions shall be passed with a simple majority vote provided that at least 50% of its members are present. In the case of an equal vote the SPP chairman shall have the casting vote or if he is not present the person who chairs the meeting .
8. If an urgent decision has to be taken, the Managing Committee resolutions may be voted via electronic mail. Resolutions passed via the electronic mail are valid provided:
  - a) they are e-mailed to all the Board members along with the request for confirmation of having read their content, at least 24 hours before the voting date indicated in the notice
  - b) all the Committee members vote
  - c) a majority vote has been obtained
9. If the personal composition of the Council, Audit Commission and Nomination Commission is decreased, it shall be supplemented by persons from among the deputy members.

### **Art. 8**

1. The Congress of Polish Papermakers is the highest constituent power and it shall carry out the evaluation of the authorities' activity and lay out the directions of future activities for the Association.
2. The Congress shall be held every 4 years. It is convened by the Association's Council and proceeds in accordance to its rules.
3. All the Association's members may participate in the Congress on preferential conditions.
4. The Congress proceedings include open and closed sessions. Only the Association's members may participate in closed sessions.
5. The election of the Association's Chairman, members of the Audit Commission and members of the Nomination Commission shall be held among all the members in a secret ballot. The election of members of the Association's Council shall be held in a secret ballot in the Association's Sections by sections' members. The elections shall be carried out through correspondence.
6. The Congress holds the following rights:
  - a) to consider and accept the financial statements and the report of the Association's activities for the period of the authorities term, submitted by the Association's Council
  - b) to consider and accept reports for the period of the authorities term, submitted by the Audit and Nomination Commissions
  - c) to give the vote of acceptance to the Association's Council for the period of the authorities term
  - d) to pass general guidelines for the Association's activities
  - e) to accept a motion of the Nomination Commission confirming the election validity
  - f) to pass the Articles of Association and the rules of the following organs: the Congress, the Association's Council, Audit Commission and Nomination Commission as well as to modify them
  - g) to confer and cancel the status of honorary membership of the Association based on the Council's motion
  - h) to decide about matters not included in the present Articles of Association
  - i) to pass the resolution with respect to the dissolution of the Association

7. The Extraordinary Congress may be convened only in order to pass important resolutions influencing the Association's activities when the motion is put forward by:
  - a) 2/3 of the Association's Council members
  - b) 1/3 of the Association members
  - c) The Audit Commission
8. The Extraordinary Congress shall be held within 60 days after the date of the submitted motion. It is convened by the Association's Council and organized according to its rules.

### **Art. 9**

1. Within the period between the Congress proceedings the Association's Council holds the highest power.
2. The Association's Council is composed of:
  - a) 1 chairman and 8 members - with decisive vote
  - b) 4 deputy members - with advisory vote

The Council is chaired by the Association's Chairman. Other members of the Association may be invited to the Council's meetings with advisory vote.

3. The Council shall elect deputy chairmen and appoint the general director of the Association (not necessarily from among the Council's members) based on the motion put forward by the Association's Chairman.
4. The Council shall act in accordance with its rules passed by the Congress. The Council's meetings shall take place at least twice a year.
5. The rights of the Council are in particular:
  - a) to supervise the Association's activities according to the provisions of the Articles of Association and the Congress' guidelines
  - b) to pass the Association's action plan and budget for each financial year
  - c) to consider and approve the financial statement and the annual report submitted by the Managing Committee and to give the vote of acceptance to the Board
  - d) to appoint and dismiss deputy chairmen and the general director
  - e) to submit reports of the Association's activities to the Congress, including proposals for future work
  - f) to approve the rules of sections, circles and papermakers' clubs and to maintain contacts with them
  - g) to set up working groups and commissions and to define the scope of their activity
  - h) to convene Congresses in accordance with these Articles of Association and the Congress rules
  - i) to give formal proposals concerning conferring and canceling the status of honorary member of the Association,
  - j) to confer the status of honorary members on chairmen/directors of foreign technical associations currently holding their offices
  - k) to give formal proposals to confer national distinctions etc.
  - l) to approve representatives of the Association to participate in the authorities of national and foreign organizations,
  - m) to approve the rate of subscriptions for regular and corporate members,
  - n) to confer the Association's distinctions, diploma and awards for distinguishing activities for the Association and outstanding professional achievements, in response to formal proposals of the Nomination Commission,

o) to make resolutions and decisions concerning matters which are beyond the sole competence of the Congress.

#### **Art. 10**

1. The Managing Committee is an executive body of the Council directly managing the Association's activities and presenting reports of its operations to the Council at its nearest meeting.
2. The Board of Directors is composed of:
  - a) the Association's chairman,
  - b) deputy chairmen,
  - c) the general director (with advisory vote when he is not a member of the Association's Council) as the acting secretary of the Committee.
3. Main aims of the Committee are:
  - a) to supervise the Association's property and assets
  - b) to control directly activities performed by all the Association's organizational units
  - c) to submit reports of the Association's activities for each financial year to the SPP Council and proposals for future work,
  - d) to present the SPP Council with the action plan and budget for each financial year for its approval
  - e) to supervise the SPP office
4. The detailed scope of rights and duties of the Managing Committee is defined by the rules approved by the Association's Council.

#### **Art. 11**

1. The Audit Commission is an internal control body of the Association.
2. The Audit Commission is composed of 1 chairman, 1 deputy chairman, 1 secretary and 2 members with decisive vote and 2 deputy members with advisory vote.  
The Audit Commission's tasks include:
  - a) comprehensive inspection of the Association's activity on its merits and in respect of compliance with the law, the Articles of Association and the Congress' resolutions,
  - b) submission of its remarks, and formal proposals concerning the Association's authorities to the Council and the Board of Directors during their meetings,
  - c) submission of its operation reports to the Congress and presenting its remarks on the Council's report, including a motion as regards its vote of acceptance of accounts for the outgoing Council.
4. The detailed scope of rights and duties and procedures of the Audit Commission is defined by its working rules.

## **Art. 12**

1. The Nomination Commission is a body of the Association appointed to prepare and hold the election of the Association's authorities as well as to qualify candidates to the Association's awards, prizes and national distinctions.
2. The Nomination Commission is composed of 1 chairman, 1 deputy chairman, 1 secretary and 2 members with decisive vote and 2 deputy members with advisory vote.
3. The Nomination Commission's working procedure is defined by its rules.

## *CHAPTER V. - Organizational units of the Association*

### **Art. 13**

1. The Association's members may take decisions to establish the SPP circles (in mills).
2. The circles may assemble members either from one or more mills.
3. The circle's members shall elect a chairman and a secretary to form the circle's authorities and develop the program and procedures for the Circle's activities.
4. The circle's authorities shall notify the Board of Directors about setting up their circle.
5. The circle's activity guidelines shall be defined by the rules approved by the Association's Council.
6. The SPP circles may form papermaker's clubs or other brunches in accordance with the rules approved by the Association's Council.

### **Art. 14**

1. The Association's organizational units are sections grouping individual and corporate members. The sections act on the base of the rules approved by the Association's Council. The section's activities shall be supervised by the Section's Board, and the Presidium of Section's Board on its behalf. The Presidium is chaired by the Chairman of Section's Board.

The following sections act within the confines of the Association:

1. The Paper Section
2. The Corrugated Board Section
3. The Technical Section
4. The Engineering Section

The Association's Council may set up another sections and working groups. Their aim is to disseminate new technical advances, prepare analysis and solve problems connected with raw materials, energy, environmental protection, quality, etc.

2. The initiative to set up problem teams may also be taken by individual or corporate members as well as the Association's circles, clubs and sections.
3. The Association's Council shall appoint chairmen of the problem teams who then shall select appropriate members to realize specific tasks.

### **Art. 15**



1. The administrative functions connected with the realization of the statutory tasks as well as the resolutions of the Congress, the Council, the Managing Committee, Nomination and Audit Commissions shall be fulfilled by the Association's office.
2. The Association's office is managed by the general director appointed by the Council in response to a motion from the Association's Chairman.
3. Permanent staff are engaged by the general director provided the Managing Committee approved candidates.
4. The Association's office shall carry out its tasks in accordance with the working rules of the office approved by the Association's Council.

#### *CHAPTER VI. - Funds and assets*

##### **Art. 16**

1. The Association funds consists of annual subscriptions from its members, the periodical and publication subscription fees, revenues received from organization of conferences, courses and other activities taken up by the Association.
2. The assets of the Association consist of movables and immovables. The Association may acquire and sell movable and immovable property and accept donations and legacies.
3. Based on a motion put forward by the Managing Committee, the Association's Council shall take decisions in the following matters: acquiring and selling immovables, establishing units of economic activities, setting up and becoming a member of associations, foundations and partnerships.
4. The Association's Chairman shall be authorized individually and the remaining two members of the Managing Committee jointly to make declarations within the scope of the financial standing rights and duties. The plenipotentiary power to make such declarations may be granted by the Association's Chairman to the general director of the office and the chief accountant or his/her deputy, acting jointly.

#### *CHAPTER VII. - Awards and distinctions*

##### **Art. 17**

1. Awards shall be given for distinguishing or many years' active work in the Association as well as for eminent professional achievements.
2. Distinctions in the form of decorations and diplomas are conferred for distinguishing activities of members for the benefit of the Association.
3. Awards and distinctions are conferred by the Association's Council based on the motion from the Nomination Commission.
4. Awards and distinctions for the members of Nomination Commission are conferred by the Council on the Managing Committee's motion.
5. Awards and distinctions are handed at the Congress and ceremonial parts of the Council meetings.
6. Awards and distinctions are conferred in accordance with the regulations approved by the Congress.
7. The Council may organize contests with awards connected with the technical and research activity in accordance with the regulations approved by itself.

*CHAPTER VIII. - Revision of by-laws and dissolution of the Association*

**Art. 18**

1. The modification of the Articles of Association can only be effected by a resolution of the Congress passed with a 2/3 majority of votes of those present who constitute at least 50% of the Association's members on the first fixed date and regardless of the number of members present on the second fixed date. Information on this rule along with the second date indicated shall be included in the invitation to the Congress proceedings.
2. The dissolution of the Association can only be effected by a resolution of the Congress passed with a 2/3 majority of votes of those present who constitute at least 50% of the Association's member on the first fixed day and regardless of the number of members present on the second fixed date. Information on this rule along with the second term indicated shall be included in the invitation to the Congress proceedings.
3. The dissolution of the Association shall be carried out in accordance with the provisions of the association law. The Association's assets remaining after the settlement of debts shall be devoted to purposes defined by the Congress.