

**STATUTES  
of the  
Polish Energy Storage Association**

**CHAPTER 1  
General Provisions**

§ 1

The Association goes under the name of the "Polish Energy Storage Association", hereinafter referred to as the "Association".

§2

1. The Association shall have the right to use its name abbreviated as: PESA.
2. The Association may define a graphic sign (logo) and badge of the Association in accordance with applicable regulations.

§ 3

1. The seat of the Association is the city of Warsaw. The General Meeting of Members of the Association may convene in other locations within the territory of the Republic of Poland.
2. The territory of the Association is the area of the Republic of Poland.
3. The Association may conduct activities outside Poland on the territories of other countries, while respecting their laws, to pursue the objectives of the Association.
4. To pursue its objectives, the Association may establish regional branches and offices.

§4

The Association has legal personality. It is established for an indefinite period of time.

§5

1. The Association may cooperate with domestic and international organisations having the same or a similar profile in order to achieve its objectives.
2. The Association can be a member of unions of associations and foreign and domestic organisations, subject to the limitations resulting from article 5, paragraph 2 of the Law on Associations.

**CHAPTER 2  
Objectives and modes of operation of the Association**

§ 6

The objective of the Association is:

1. Acting for the protection of environment

2. Educational and informational activities for the development of energy storage and distributed generation in Poland, including in the scope of the technology, and legal and regulatory environment, as well as socio-economic aspects of energy storage;
3. Integrating people and communities that are interested in energy storage issues, including establishing and maintaining international contacts with other actors and organisations dealing with energy storage issues;
4. Promoting standards on the safe use of energy storage facilities, including in particular the detection of hazards and the dissemination of methods of their mitigation;
5. Promoting standards on the legal, technical and economic security of investments in the energy storage market.

## § 7

The Association pursues its objectives by means of:

1. Supporting scientific, technical and investment activities that contribute towards environmental protection, the development of energy storage and distributed energy generation in Poland.
2. Studying the legal, technical-scientific, economic and organisational issues in the scope of energy storage possibilities in Poland.
3. Producing reports, audits and analyses for governmental and non-governmental institutions to promote the concept of energy storage.
4. Producing reports, audits and analyses concerning investments in energy storage technologies, including studies concerning the costs of investment preparation, implementation, and operation and decommissioning.
5. Producing reports on the fulfilment of norms and standards for energy storage facilities, including in particular those related to operational safety, e.g. with regard to explosion risk, fire risk, chemical pollution risk, electrocution risk, etc.
6. Analysing the positive environmental impact of storage facilities and minimisation of CO<sub>2</sub> and other emissions to the environment.
7. Cooperating with organisations, institutions and associations, both domestic and international, in the scientific, economic and social domains to foster the development of energy storage in Poland.
8. Cooperating with non-governmental organisations dealing with standardisation and normalisation issues.
9. Closely cooperating with auditing bodies, banks and insurance companies offering their services to the energy storage sector.
10. Cooperating with educational institutions to demonstrate the benefits of using renewable energy sources and energy storage.

11. Cooperating with scientific and research centres on developing and implementing new or improved energy storage solutions.
12. Organising conferences, seminars, courses, exhibitions, congresses, lectures, excursions, competitions, workshops and other events dealing with energy storage topics.
13. Carrying out informational activities for the popularisation of energy storage solutions.
14. Formulating opinions, proposals and requests resulting from the need to develop energy storage.
15. Cooperating with central and local government, legislative and executive authorities in creating and implementing energy storage development strategy in Poland.
16. Analysing and advising on defining safe and cost-optimal energy storage and Smart Grid technologies for the Demand Side Response services, operation of electric vehicle charging stations and balancing distributed RES generation, as well as the regulatory and legal environment in this regard.
17. Expressing opinions on the status and the future of the energy sector in Poland, including in particular the present and the future role of energy storage.
18. Actively participating in the creation of strategies and legal regulations for energy storage for the purpose of ensuring continuity and stability of power supply in the National Electricity System.
19. Actively participating in legislative processes concerning energy issues, and in particular the energy storage.
20. Influencing, within the limits set by the law, public administration and professional organisations in the field of achieving the objectives of the Association.
21. Raising funds for the realisation of the statutory aims of the Association.
22. Organising local, nationwide and international campaigns, events and collections aimed at raising funds for statutory activities.
23. Carrying out activities aimed at the integration of the Association's Members through social, recreational and cultural initiatives.
24. Supporting the Members of the Association, in establishing contacts with related domestic and international organisations.
25. Carrying out educational, informational, promotional and advertising activities.

## § 8

1. To ensure the implementation of its statutory objectives, the Association may undertake economic activities.
2. The business activities of the Association may include (PKD=NACE):

- a) PKD 82.302 Organisation of conventions and trade shows
- b) PKD 47.91.Z Retail sale via mail order houses or via Internet;
- c) PKD 47.992 Other retail sale not in stores, stalls or markets;
- d) PKD 58.112 Book publishing;
- e) PKD 58.13.Z Publishing of newspapers;
- f) PKD 58.14.Z Publishing of journals and periodicals;
- g) PKD 58.19.Z Other publishing activities;
- h) PKD 70.21.Z Public relations and communication activities;
- i) PKD 70.22.Z Business and other management consultancy activities;
- j) PKD 71.12.Z Engineering activities and related technical consultancy;
- k) PKD 72.19.Z Other research and experimental development on natural sciences and engineering;
- l) PKD 73.20.Z Market research and public opinion polling;
- m) PKD 74.90.Z Other professional, scientific and technical activities not elsewhere classified;
- n) PKD 82.19.Z Sending advertising materials;
- o) PKD 85.59.B Other out-of-school forms of education, not elsewhere classified.

#### § 9

The proceeds of the activities may be used exclusively for the statutory activities of the Association.

#### § 10

To realise its objectives, the Association bases its activities on the volunteer work of its Members. The Association may hire employees to carry out its work.

### **CHAPTER 3 Members of the Association, their rights and obligations**

#### § 11

1. The Association is composed of: Ordinary, Supporting and Honorary Members.
2. The Ordinary Membership of the Association may be granted to any natural person of full legal age, having full legal capacity, warranting active participation in the activities of the Association and the achievement of its objectives, who will submit a membership declaration in writing, including a natural person who is a foreigner not domiciled in the Republic of Poland. Along with the declaration, a candidate for an Ordinary Member shall submit a written statement on their relationship with the Supporting Members

#### § 12

1. Ordinary Membership of the Association shall be acquired by submitting a declaration of intent to join the Association (together with a declaration of affiliation referred to in § 11 section 2 above) and acceptance of that declaration by the Management Board of the Association in the

form of a resolution adopted by a simple majority of votes. The Board has the right to refuse to accept as an Ordinary Member a candidate who does not satisfy the statutory conditions or the conditions provided for by the generally applicable law, or who does not give the guarantee of active participation in the Association's activities and the realisation of its goals.

2. In the case of refusal by the Management Board to accept as an Ordinary Member of the Association, the applicant has the right to appeal to the General Meeting of Members of the Association within 30 days from the date of receipt of the rejection resolution by the Management Board. In such a case, the resolution of the General Meeting should be passed at the next General Meeting.
3. The resolution of the General Meeting on admission or refusal of admission as an Ordinary Member of the Association is final.
4. The persons who participated in the Founding Meeting become Ordinary Members, with no further action required on their part.

### §13

Ordinary Members of the Association have the right to:

1. participate in General Meetings with a voting right;
2. stand for election to the Association's governing bodies, propose candidates, and elect such governing bodies;
3. to present their opinions and make proposals and requests concerning the activities of the Association and its bodies;
4. inform about their membership in the Association according to separately defined rules.

### § 1 4

Ordinary Members of the Association shall:

1. comply with the provisions of the Statutes, by-laws and resolutions of the Association and the generally applicable law, in particular the competition protection regulations;
2. participate actively in the Association's activities and strive to realise its objectives;
3. regularly pay their membership fees,
4. exercise care for the good repute of the Association, observing the norms of social coexistence and professional ethics.

### § 1 5

1. Supporting Membership of the Association may be granted to a legal person or an organisational unit without legal personality, referred to in art. 33' of the Civil Code, conducting scientific, economic, investment or other activity, in every case remaining within the scope of the Association's objectives, declaring financial, material or substantial assistance in achieving the objectives of the Association, having its registered office in the Republic of Poland, or in the territory of another country.

2. The provisions of § 12 shall apply accordingly.

#### § 16

Supporting Members of the Association shall have the right to:

1. collaborate in achieving the objectives of the Association;
2. participate in the General Meeting in an advisory capacity through a delegated representative;
3. receive reports on the Association's activities;
4. inform about their membership in the Association according to separately defined rules;
5. delegate their representatives to the Policy Council.

#### § 17

Supporting Members of the Association shall:

1. comply with the provisions of the Statutes, by-laws and resolutions of the Association and the generally applicable law, in particular the competition protection regulations;
2. regularly pay their membership fees,
3. exercise care for the good repute of the Association, observing the norms of social coexistence and professional ethics.

#### § 18

1. Honorary Membership of the Association may be granted to a natural person who has made an outstanding contribution to the activity and development of the Association.
2. The status of an Honorary Member is awarded by the General Meeting upon application of the Association's Management Board.

#### § 19

1. A Member of the Association may have their membership rights suspended by a resolution of the Management Board, for a period of 1 year, in case of failure to pursue the objectives of the Association for more than 6 months.
2. Suspension of membership rights does not exempt the Member from paying membership fees for the duration of the suspension.

#### §20

Ordinary, Supporting or Honorary Membership shall be terminated upon:

1. Voluntary resignation of the Member, notified in writing to the Management Board of the Association.
2. Loss by an Ordinary or Honorary Member of legal capacity or civil rights.

3. Death of an Ordinary or Honorary Member or loss of legal capacity by a Supporting Member.
4. Expulsion pursuant to a resolution of the Management Board in the event of:
  - a. engaging in activities that are in gross violation of these Statutes or
  - b. committing an act that infringes the interest of the Association or harms the good repute of the Association or
  - c. failing to pursue the objectives of the Association for a period longer than 6 months.

#### § 21

1. A Member excluded from the Association or suspended in their membership rights may, within 1 month from the date of receiving a resolution of the Management Board of the Association, file an appeal against this resolution to the General Meeting, stating the reasons why they do not agree with the decision of the Board.
2. The General Meeting makes its decision by secret ballot
3. The decision of the General Meeting is final.

### **CHAPTER 4 The Bodies of the Association**

#### § 22

The Bodies of the Association are:

- a) The General Meeting;
  - b) The Management Board;
  - c) The Audit Committee.
2. The provisions of this statute do not exclude the application of the provisions of article 10, paragraph la-1c of the act of 7 April 1989. - Law on Associations, concerning voting outside the meetings by the authorities of the association by means of electronic communications.

### **General Meeting**

#### § 23

1. The supreme authority of the Association is the General Meeting.
2. Ordinary Members of the Association, Supporting Members, Honorary Members and invited guests are entitled to participate in the General Meeting.

3. Only Ordinary Members have the right to vote. Other Members participate in the General Meeting in an advisory capacity. Invited guests take part in the General Meeting in an advisory capacity if the Chairperson of the General Meeting grants them such a right
4. Every Ordinary Member has one vote.

#### § 24

1. The General Meeting is convened by the Management Board at least once a year.
2. The Management Board shall notify the Members of the Association of the date, place and the proposed agenda of the General Meeting of all Members at least 14 days before the date of the General Meeting; in the case of setting an additional date for the General Meeting, referred to in paragraph 2, a week's notice shall be deemed sufficient.
3. The General Meeting shall be attended by at least half of the Members entitled to vote (quorum). If at least half of the Members entitled to vote do not participate in the General Meeting on the first date set by the Management Board, on the additional date set by the Management Board the General Meeting may effectively deliberate and adopt resolutions irrespective of the number of participating Members entitled to vote.
4. The resolutions of the General Meeting shall be adopted by a simple majority of votes.
5. Any amendment to the Statutes, dismissal of the President, Members of the Management Board, the Audit Committee or dissolution of the Association requires a qualified majority of 2/3 of votes in the presence of half of the Members of the Association on the first date of the General Meeting or an absolute majority of votes on the principles set out in paragraph 3 above on the additional date of the General Meeting in the event that the quorum was not reached on the first date.
6. The General Meeting may also be convened at any time by the Management Board if resolutions are required to be adopted by it, and by the Audit Committee in the event that less than 3 Board Members remain on the Management Board, in order to supplement the Board.
7. Votes at an additional date of the General Meeting may also be cast by circulation, by using means of remote communication.

#### § 25

The competences of the General Meeting include:

1. Electing Members of other Association bodies.
2. Accepting the reports of the Management Board and the Audit Committee and, at the request of the Audit Committee, adopting resolutions to discharge the Management Board.
3. Approving the plan of activities and budget of the Association submitted by the Management Board.
4. Adopting resolutions which are binding on all Members of the Association.
5. Awarding the title of Honorary Member.



6. Amendment of the Statutes.
7. Ruling on appeals against resolutions of the Management Board regarding exclusion and suspension from the Membership.
8. Adopting a resolution to dissolve the Association.

### **Management Board**

#### § 26

1. The Management Board of the Association shall be composed of 3-5 Members, including the President and at least one Vice-President, appointed for a joint 5-year term of office.
2. Members of the Management Board may receive remuneration for activities undertaken in relation to their function, according to the principles set out in the resolution of the General Meeting.

#### § 27

The General Meeting elects the Management Board by secret ballot.

#### § 28

Should the need arise to supplement the composition of the Management Board during the term of office, it may be supplemented by election at a General Meeting.

#### § 29

1. A meeting of the Board of Directors is convened by the President of the Association.
2. The Management Board shall meet at least once every six months.
3. The meetings of the Management Board must be attended by at least half of the Board Members.
4. Resolutions are adopted by a majority of votes. In the event of a tie, the President of the Management Board shall have the casting vote.
5. The Management Board may also adopt resolutions without holding a meeting, during individual voting by individual Members of the Management Board via electronic communication means or by circulation.

#### § 30

The meetings of the Management Board may be attended by other persons invited by the Management Board.

#### §31

The competences of the Management Board include:

1. Managing the activities of the Association and representing it externally.
2. Reporting to the General Meeting of Members on the Association's activities.
3. Adopting the Association's activity plans and budget estimates.
4. Managing the assets and funds of the Association.
5. Deciding on the Association's publishing plans.
6. Adopting resolutions on membership matters.
7. Accepting legacies and donations.
8. Ensuring the implementation of resolutions of the General Meeting of Members.
9. Setting the fees for Ordinary and Supporting Members.
10. Appointing the Policy Council as an advisory body to the Management Board. The method of appointment of the Policy Council's Members from among the Ordinary Members, delegates of the Supporting Members and independent experts, as well as the method of operation of the Policy Council shall be specified in the Rules of Procedure of the Policy Council approved by the Management Board.
11. Appointing Working Groups as advisory bodies to the Management Board. The method of appointment of the Members of the Working Groups from among the Ordinary Members and delegates of the Supporting Members as well as independent experts and the method of operation of the Policy Council shall be defined in the Rules of Procedure of the Policy Council approved by the Management Board.

### § 32

1. The President represents the Association externally, directs the proceedings of the Management Board, and is obliged to supervise and enforce the performance of their duties by the Members of the Management Board.
2. For the employees employed by the Association, the President is the manager of the place of employment within the meaning of the Labour Code.

### § 33

In relations with third parties, in particular with regard to incurring financial liabilities, the Association is represented by the President or two other Members of the Management Board acting jointly.

## **The Audit Committee**

### **§ 34**

1. The Audit Committee is elected by the General Meeting of Members.
2. The Audit Committee shall consist of 2-3 Members, including a Chairperson and a Vice-Chairperson, elected for a joint term of 5 years.
3. The meetings of the Audit Committee shall be held as the need arises, at least once a year. The meetings of the Audit Committee shall be convened by the Chairperson.
4. The powers of the Audit Committee include auditing the overall activities of the Association at least once a year.
5. The Members of the Audit Committee:
  - a. May not be Members of the Management Board or Policy Council of the Association;
  - b. They must not have been convicted of an intentional criminal offence by a final judgment.

### **§ 35**

1. The meetings of the Audit Committee shall be convened by the Chairperson or, in their absence, by the Vice-Chairperson.
2. Resolutions shall be adopted by a majority of votes.
3. In the event of a tie, the Chairperson shall have the casting vote.

## **CHAPTER 5 Assets and funds of the Association**

### **§ 36**

The assets of the Association shall consist of:

1. immovable property,
2. movable property,
3. cash.

### **§ 37**

The sources of the assets are:

1. membership fees,
2. income from movable and immovable property owned or used by the Association,

3. grants,
4. donations, bequests and inheritances,
5. revenue from public donations
6. income from business activities.

**CHAPTER 6**  
**Amendment of the Statutes and Dissolution of the Association**

§ 38

A resolution on amendments to the Statutes shall be adopted by the General Meeting of Members of the Association according to the rules set out in § 24 section 5 above.

§ 39

1. A resolution on dissolution of the Association shall be adopted by the General Meeting of Members according to the rules set out in § 24 section 5 above.
2. In the event that the General Meeting of Members adopts a resolution to dissolve the Association, it shall at the same time adopt a resolution to liquidate the Association and to allocate the assets of the Association.

§ 40

1. In the event of dissolution of the Association by its own resolution, the liquidators of the Association are the Members of the Management Board.
2. If the Association is dissolved by the Court, it shall order its liquidation by appointing a liquidator.