

ASPIRE 

**Articles of Association**

**Consolidated text of ARTICLES OF ASSOCIATION approved on 29 September 2011**  
**ASPIRE - The Association of IT & Business Process Services**

PREAMBLE

*What we truly and earnestly aspire to be, that in some sense, we are. The mere aspiration, by changing the frame of the mind, for the moment realizes itself.*

ASPIRE is established in order to promote and develop opportunity in the IT & Business Process Services sector in Poland.

ASPIRE's relevance is underlined by the fact that not only is Business Process Services the region's major growth sector, but South Poland is also the highest growth region for IT & Business Process Services in Central and Eastern Europe.

ASPIRE enables the industry to speak with one voice to government, educational institutions and other stakeholders, to highlight the key of the sector to the local economy.

Crucially, ASPIRE speaks not only of what the industry is but also what it can be, actively engaging with stakeholders to develop the potential of the region to fully grasp future opportunity presented by the world's most dynamically growing global industry.

## **Article 1**

### GENERAL PROVISIONS

#### § 1

1. The Association is called “ASPIRE - The Association of IT & Business Process Services”, hereinafter referred to as the Association.
2. The Association name is legally exclusive.
3. The registered seat of the Association and its bodies shall be Kraków.

#### § 2

1. The Association is a legal entity and operates on the basis of the Legal Act of 7 April 1989, Act on Associations (Dz.U. 2001 Nr 79, pos. 855 as subsequently amended)

#### § 3

1. The Association shall conduct its activity within the territory of the Republic of Poland.
2. The Association shall have the right to accede to national and international organisations with similar profile.
3. The Association may conduct its activity abroad pursuant to international law.
4. The Association is of non-profit character, which does not exclude it from business activity, the income of which will be allocated to its statutory goals.
5. Operations of the Association are based on the social work of its members; the Association can however employ people or appoint other entities to carry out its work.

#### § 4

1. The Association is established for an indefinite period of time.

#### § 5

1. The Association shall use marks and stamps according to the relevant law.

## § 6

1. The language of the Association is Polish, but the bodies of the Association are obliged to prepare internal legal acts (resolutions, regulations) and other important documents for the Association both in Polish and English.
2. In case of any discrepancies in translation of the documents the Polish version shall prevail.

## § 7

1. The financial year of the Association is from 1st April to 31st March the following year.

## **Article II**

### OBJECTIVES OF THE ASSOCIATION AND MEANS OF REALISATION

## § 8

1. Within its main objectives, the Association shall represent the interests of its members in relation to state and local authorities, educational institutions and other stakeholders. It shall conduct a strategy for developing opportunities and promoting the IT & Business Process Services sector.

## § 9

1. Within its tasks, the Association shall in particular:
  - a) cooperate with local and government authorities on initiatives where it is a major player: areas like infrastructure, laws to improve incentives to educational institutions to adapt curricula to the needs of the industry, data protection and cyber security, and new technology parks;
  - b) create a “Search and Send” information service;
  - c) inform its members about issues related to government tax, policies and rules and regulations related to the Business Process Services sector;
  - d) promote Information Technology Enabled Services through publishing news about industry trends and its own activities and initiatives;

- e) actively promote the development of the IT sector in the region, offering guidance and support to emerging small and medium companies;
- f) create internet information platforms and discussion forums;
- g) create workforce development initiatives and best practice for the Business Process Services sector connected with HR management;
- h) organise and co-ordinate information sharing events, surveys and reports.

### **Article III**

#### **MEMBERSHIP**

##### **§ 10**

1. Members of the Association shall comprise:
  - a) Ordinary Members
  - b) Supporting Members
  - c) Honorary Members

##### **§ 11**

1. Ordinary members of the Association shall be:
  - a) Founding members.
  - b) Representatives of IT & Business Process Services companies exceeding 25 employees globally which are Supporting Members of the Association.
  - c) Representatives of firms and organizations providing support/affiliated IT & Business Process Services especially financial institution, legal and accountancy firms which are the supporting members of Association.
  - d) The individuals acting in IT sector & Business Process Services whose membership in Association will contribute to improve its performance and increase efficiency in implementation objectives of the Association.
2. Non Polish nationals, regardless of their place of residence, may be members of the Association in accordance with Polish law and on terms binding for Polish citizens.
3. Supporting members shall be:
  - a) Any firm, society, company or division thereof registered or incorporated in Poland, conducting business in IT & Business Process Services.
  - b) Liaison offices of overseas organizations registered in Poland.

- c) Firms and organizations providing support/affiliated services to IT & Business Process Services companies, and in particular IT companies; Financial Institutions; Legal Firms; Accountancy firms; Venture Capital Firms; Research Institutions; Infrastructure Providers; Real Estate Companies; Managements Consultants; companies providing services to IT industry; Government Organizations and Departments; associations engaged in promotion of IT, Business Process Outsourcing and Shared Services Centres; Non-Profit Organizations.
4. An Honorary member can be any person, irrespective of place of residence, who is nominated by the Executive Board and granted the honor by the General Meeting for special contribution to the Association and/or promotion of the Polish BPO sector.

## § 12

1. The applicant to become a member shall lodge a written request (on the form provided by the Executive Board) declaring their willingness to join the Association and obligation to pay the annual subscription fee and one-time admission fee.
2. Each of the members shall give an e-mail address (or fax number) and correspondence address to which the Association correspondence will be delivered.
3. The decision on granting membership shall be issued by the Executive Board in the form of a resolution. The Executive Board informs the interested party promptly about its decision of awarding membership at the given e-mail address (or fax number).
4. Should the decision of the Executive Board on granting membership be negative, the decision is sent to the applicant by registered mail. The applicant shall have the right to appeal to the General Meeting of the Association. Its decision is final. The appeal should be submitted to the Executive Board within 31 days of receiving written confirmation of the decision of the Executive Board.

## § 13

1. The regulations on the membership fees and how are they calculated are established by the General Meeting of the Association and it is publicly available in the Association office.
2. All membership fees are payable in advance in full for the financial year, which is understood as running from 1st April to 31st March of the subsequent calendar year.

Fees become due on the first of April each year and are payable before the end of May that year.

3. The first year subscription fees of new members joining after 30 April in any financial year may be reduced to a proportion of the annual fees.
4. In the event of cessation of membership, for any reason, membership fees are non-refundable.

#### § 14

1. All Association members are obliged to represent the Association in a worthy and professional manner and build the prestige of its community in particular through:
  - a) Proper relations with clients: dealings with clients must be conducted in an ethical manner; terms of agreements should be clearly and precisely expressed and fulfilled in good faith; work undertaken should be carried out promptly and efficiently and client's interests properly safeguarded and confidentiality maintained.
  - b) Proper relations with fellow members: dealings with fellow members must be conducted in a positive and professional manner and in utmost courtesy and fairness; property rights, work results, confidential data and vendor/client relations of fellow members ought to be respected; and no engagement in harmful, disparaging or predatory tactics will be entertained.
  - c) Proper relations with employees: members shall strive to employ high calibre staff and offer fair and equal opportunities for growth and development. Relevant training and constant upgrading of the employees has to be provided in line with job responsibilities. Also, employees have to be informed of their obligation to keep important data confidential and of the fact that any professional misconduct constituting unauthorized disclosure of confidential nature or violation of copyright laws will cause employers to take disciplinary action.
  - d) Proper relations with the public: members shall promote effective use of information technology as an instrument for social and economic good and act as good corporate citizens and fulfill their responsibilities to the community.
  - e) Proper relations with international community: members shall promote communication with foreign countries, based on international cooperation.

- f) Intellectual property protection: members shall neither use nor encourage the use of pirated software in their own and their clients' organizations.

## § 15

1. An Ordinary Member of the Association shall be entitled to elect and be elected to the Association bodies.
2. An Ordinary Member shall be entitled to:
  - a) participate in General Meeting and vote;
  - b) submit to the Association bodies motions pertaining to the activities of the Association;
  - c) participate in meetings and events organised by the Association.
1. An Ordinary Member shall be obliged to:
  - a) participate in the works of the Association;
  - b) observe the Articles of Association of the Association as well as the resolutions and the rules and regulations adopted by its bodies;
  - c) not act to destroy the organisational solidarity of the Association;
  - d) pay subscriptions and other fees on time.

## § 16

1. Ordinary Membership in the Association shall cease if:
  - a) a member dies or loses full ability for legal actions or loses public rights;
  - b) a member no longer holds their position with the company that is a Supporting Member;
  - c) a member withdraws from the Association;
  - d) a member or relevant supporting member is expelled from the Association.
2. Supporting Membership in the Association shall cease if:
  - a) a member withdraws from the Association;
  - b) a member is liquidated;
  - c) a member is expelled.

3. A member is expelled from the Association due to:
  - a) acting against the Statute;
  - b) behaviour that disqualifies the person or entity from being a member of the Association or leads to loss of good reputation;
  - c) acting to the detriment of the Association.
  
4. A member shall be expelled pursuant to a resolution of the General Meeting upon proposal of the Executive Board, adopted by a majority of 2/3 of the votes cast provided that at least 1/2 of the members are present during the ballot. The vote of the General Meeting will be by secret ballot, after listening to the members who are to be expelled or after they are asked to deliver their explanation in writing.
  
5. Resignation from the Association shall be submitted by registered mail to the Executive Board. The member shall not be entitled to return of the annual fee of the year in which they resign.
  
6. Ceasing to be a member due to the reasons described in points 1-3 is confirmed by a resolution of the Executive Board.

#### § 17

1. Honorary membership of the association shall cease if a resolution of a General Meeting so determines or in the circumstances described in art. 16 point 2 or point 3.
  
2. An Honorary member does not pay an admission fee or annual subscription.

#### § 18

1. Supporting members are entitled to:
  - a) use the full package of Association services;
  - b) participate in indicated events organized by the Association;
  - c) participate in the General Meeting and present their opinions.
  
2. Supporting members are obliged to:
  - a) observe the Articles of Association of the Association as well as the resolutions and the rules and regulations adopted by its bodies;
  - b) participate in the works of the Association;

- c) pay subscriptions and other agreed fees on time;
  - d) in the case of IT & Business Process Services companies with more than 25 employees globally, nominate a representative to become an Ordinary member.
3. Honorary members are obliged to:
- a) observe the Articles of Association of the Association, as well as the resolutions and the rules and regulations adopted by its bodies;
  - b) support the Association's aims and not act against the Association.
4. Honorary and Supporting members are not entitled to vote at any meeting of the Association, including the General Meeting of the Association Members, or to be elected.

#### **Article IV**

#### **BODIES OF THE ASSOCIATION**

##### **§ 19**

1. The bodies of the Association are:
- a) the General Meeting of the Association Members - hereinafter referred to as the General Meeting;
  - b) the Audit Committee of the Association - hereinafter referred to as the Audit Committee;
  - c) the Executive Board of the Association - hereinafter referred to as the Executive Board.

##### **§ 20**

1. The resolutions of all bodies are adopted by a normal majority of votes cast provided that at least 1/2 of the members of the body are present if the Statute does not define differently.

2. If on the first occasion the General Meeting does not gather at least half of its members, then on the second occasion resolutions are adopted by a normal majority of votes of members present eligible to vote.
3. Notice of the second meeting should be given in the information about the meeting and cannot be chosen earlier than one hour after the first meeting.

## § 21

1. The General Meeting shall be convened by the Executive Board on the basis of a resolution.
2. The General Meeting can be convened normally – Ordinary General Meeting or extraordinarily - Extraordinary General Meeting.
3. The Ordinary General Meeting shall be convened once a year.
4. The Executive Board shall be obliged to immediately convene a General Meeting if at least 2/3 of the Ordinary members of the Association submit a request for an Extraordinary General Meeting to be convened or shall have the right to convene the Extraordinary General Meeting, should it deem it necessary.
5. The Executive Board shall convene the General Meeting immediately after getting the resolution of the Audit Committee and the meeting must be held within 2 months from the request.
6. The request for the General Meeting must have the proposed agenda attached and it has to be honored by the Executive Board. The agenda can be expanded by the Executive Board.
7. The Executive Board informs members about the time of the General Meeting and proposed agenda not later than 14 days before the date of the commencement of the session.
8. Ordinary and Extraordinary General Meetings shall be held in the Association office or other venue chosen by the Executive Board at the day and time given in the notice.
9. All members shall be informed about the General Meeting. Notice is recognized served also when sent by fax or e-mail post at the e-mail given by a member. In the situation that a member did not give an e-mail address or fax number the notice is sent

by registered mail or courier services. The notice must be sent not later than 14 days before the General Meeting.

10. The information about the General Meeting is sent by the Executive Board to Supporting and Honorary members as outlined in paragraph 7.
11. Each member can participate in the General Meeting through a proxy, appointing that person in writing.

## § 22

1. The General Meeting shall be competent to:
  - a) approve organisational and financial programmes of the Association's actions;
  - b) review and approve the reports of the Executive Board for the previous year,
  - c) give vote of approval to the outgoing Executive Board;
  - d) give vote of approval to the outgoing Audit Committee;
  - e) appoint and dismiss the members of the Audit Committee and the Executive Board;
  - f) adopt the Articles of Association and amendments thereto;
  - g) appoint Honorary Members;
  - h) dissolve the Association and adopt resolutions on the appropriation and the distribution of the property of the Association;
  - i) adopt the resolution on acceding to a different organisation;
  - j) adopt other resolutions described by this Statute;
  - k) increase or decrease membership fees or relieve a member from the obligation to pay the fee or its full amount in specific situations.
2. The General meeting has a fixed agenda. The draft of the agenda can be changed or extended by the General Meeting with exception of points concerning changing of the Statute or dissolving of the Association.
3. The General Meeting, after being opened by a member of the Executive Board chooses a Chairman and the Secretary, who together lead the meeting.

## § 23

1. The Audit Committee shall consist of not more than 6 and not less than 3 Ordinary members appointed by the General Meeting by open ballot.
2. Tenure of the Audit Committee is 3 years.

3. Members of the outgoing Audit Committee shall be eligible for re-election.
4. The General Meeting may dismiss members of the Audit Committee before the end of the tenure by a resolution adopted by 2/3 majority of votes cast.
5. The seat on the Audit Committee may terminate before the end of the tenure in the case of a resignation in writing.
6. In case that the seat of an Audit Committee member is empty before the end of the tenure, the General Meeting through co-option will fill any temporary vacancy as and when necessary till the end of the tenure.
7. Members of the Audit Committee may participate in the meetings of the Executive Board in an advisory capacity.
8. The work of the Audit Committee shall be organized by all members equally.
9. The detailed procedures of the Audit Committee shall be set down in the Rules of Procedure of the Audit Committee adopted by the Audit Committee.
10. The Audit Committee shall debate at meetings at least quarterly.
11. The Audit Committee debate shall be valid provided that at least 50% members of the Audit Committee are present.
12. Any decisions of the Audit Committee shall be taken by an ordinary majority of the votes cast.
13. A written resolution signed by all members of the Audit Committee shall be valid and effective for all purposes in the same way as a resolution made at a physical meeting. Written resolution may be in one document or in several identically formatted documents, all of which be signed by one or more of the Audit Committee Members.
14. Members of the Audit Committee act collectively, they may however delegate members to perform particular control functions individually.

§ 24

1. The Audit Committee will be competent to:
  - a) interpret the Articles of the Association
  - b) conduct at least once a year meritorical and financial control of the Association's activity by accepting a report from the Executive Board and by giving an opinion to it addressed to the General Meeting;
  - c) present to the Ordinary General Meeting (by the representative appointed from Audit Committee members) reports on the audits of the Association's activity in a given year with motions for granting vote of acceptance to members of the Executive Board of the fulfillment of duties;
  - d) report at the General Meeting and apply with regards to possible claims of compensation from members of the Executive Board;
  - e) conduct periodical controls of paying membership fees;
  - f) propose a motion to convene the General Meeting;
  - g) give a written opinion on making financial commitments by the Association exceeding the amount of 40,000 PLN (forty thousand zloty) and disposal of property of the Association worth more than 40,000 PLN (forty thousand zloty);
  - h) give a written opinion on raising membership fees or on relieving a member from the obligation to pay the fee or its full amount in specific situations;
  - i) put a veto on particular activities by the Executive Board through passing a resolution by an ordinary majority of the votes cast. In case of informing the Executive Board on passing such a resolution, the Executive Board shall be obliged to act according to the resolution's content.

§ 25

1. The Executive Board shall consist of not more than 12 and not less than 3 Ordinary Members appointed by the General Meeting of the Association by open ballot.
2. Tenure of the members of the Executive Board will be for 3 years.
3. Members of the outgoing Executive Board shall be eligible for re-election.
4. The General Meeting may dismiss members of the Executive Board before the end of the tenure by a resolution adopted by 2/3 majority of votes cast.

5. The seat on the Executive Board may terminate before the end of the tenure in the case of a resignation in writing.
6. In case that the seat of an Executive Board member is empty before the end of the tenure, the Audit Committee through co-option will fill any temporary vacancy as and when necessary till the end of the tenure.
7. The Executive Board runs the operations of the Association and represents it externally.
8. The Executive Board is obliged to implement the resolutions of the General Meeting and the Audit Committee.
9. The work of the Executive Board shall be organised by all members of the Executive Board.
10. The Executive Board shall debate at Meetings of the Board at least quarterly.
11. The Executive Board debate shall be valid provided that at least 50% members of the Executive Board are present unless the Articles of the Association define it differently.
12. Any decisions of the Executive Board shall be taken by an ordinary majority of the votes cast unless the Articles of the Association define it differently.
13. The Executive Board – within the area of its operations – shall have right to appoint and dismiss plenipotentiaries, employees and staff of the Association as well as to define their duties and salaries and to decide on any other management issues.
14. The Executive Board shall be obliged to report on its activities before the end of its term to the Audit Committee one month in advance. The Audit Committee, having received the report, shall adopt a resolution, giving an opinion to vote of acceptance to members of the Executive Board, addressed to the General Meeting.
15. Members of the Executive Board shall have compensative responsibility for any harm inflicted to the Association which is regulated by the civil code.
16. In case of presenting an opinion by the Audit Committee not to give a vote of acceptance to the Executive Board, the Audit Committee while reporting to the Ordinary General Meeting can apply for a resolution of the General Meeting to claim compensation. The Audit Committee shall be responsible for the implementation of the resolution.

17. The Executive Board may establish an organisational unit for administrative services as well as to provide support for the Executive Board and the Audit Committee, named the Secretariat. The members of the Executive Board shall supervise the work of the Secretariat.
18. The Executive Board may appoint an external entity to run the Secretariat on the basis of a service level agreement.
19. Decisions mentioned in points 17 and 18 above shall be taken as a resolutions of the Executive Board adopted by 2/3 majority of votes cast provided that all members of the Executive Board were present during the ballot.
20. Detailed regulations regarding the Executive Board's activity shall be specified in a separate statute.

## § 26

1. The Executive Board shall be competent to:
  - a) execute the resolutions adopted by the General Meeting and the Audit Committee;
  - b) manage the works of the Association as well as manage its property;
  - c) take actions aimed at appointing and dismissing members of the Association;
  - d) pass periodic action plans and budget estimates;
  - e) report on the Association's activities;
  - f) collect subscription fees and registration fees after receiving a confirming resolution from the General Meeting;
  - g) make commitments and manage the property on behalf of the Association in accordance to the Articles of Association;
  - h) approve the regulations for the Executive Board;
  - i) take decisions indicated in the Articles of the Association;

## § 27

1. Any two members of the Executive Board acting jointly shall be entitled to represent the Association, or to contract financial obligations on behalf of the Association subject to prior approval of a majority of the Executive Board as well as make binding statements of will on behalf of the Association.

## **Article V**

### **PROPERTY AND ACTIVITY OF THE ASSOCIATION**

#### § 28

1. The property of the Association will serve only to meet the objectives set forth in the Articles of Association.
2. The property of the Association shall be composed of:
  - a) membership fees;
  - b) grants;
  - c) sponsorship;
  - d) donations;
  - e) inheritance;
  - f) income from the property of the organization;
  - g) incomes generated as a result of the Association's activities.
3. The Association shall be entitled to conduct economic activity as well as accountancy in compliance with the applicable legal regulations. These business activities are listed in an annexe to the Articles of Association (Annexe 1).
4. The Executive Board shall manage the property of the Association.
5. The following actions regarding property management shall require approval of the General Meeting:
  - a) acquisition, alienation or encumbrance of real estate;
  - b) acquisition, alienation or subscribing for shares or listed shares in a company;
  - c) making financial commitments by the Association (incurring a credit or loan) exceeding 40,000 PLN (forty thousand złoty) and disposal of property of the Association worth more than 40,000 PLN (forty thousand złoty);
  - d) rental or lease property of the Association for a period longer than 3 years;
  - e) acceptance or dismissal of an inheritance.

§ 29

1. It shall be prohibited for the Association to give loans or for commitments to be secured on the property of the Association with relation to:
  - a) members and bodies of the Association;
  - b) employees of the Association;
  - c) spouses of members, employees and their relatives or kinsmen;
  - d) persons having relationships with employees.
2. It shall be prohibited to pass the Association's property to persons mentioned in pps. 1a) to 1d) on other terms than those applicable to third parties.
3. It shall be prohibited to use the Association's property in aid of persons mentioned in pps. 1a) to 1d) on other terms than those applicable to third parties unless this usage directly corresponds with a statutory aim of the Association.
4. It shall be prohibited for the Association to purchase products and services from entities in which persons mentioned in pps. 1a) and 1b) participate and from persons mentioned in pps. 1c) and 1d). unless the Executive Board determines otherwise (and this decision is confirmed by the Audit Committee as a 2nd level approval).

**Article VI**

FINAL PROVISIONS

§ 30

1. The resolution on the amendments hereto shall be adopted by the General Meeting by a majority of 2/3 of the votes cast provided that at least 1/2 of its members are present during the ballot.
2. If there are not at least 1/2 of the members present in the first term of the General Meeting, in the second term of the meeting the resolutions shall be adopted by ordinary majority of the votes cast made by members present.
3. The possibility of a second term should be indicated in the notification about the meeting and cannot be set for earlier than one hour after the first term.

§ 31

1. The resolution on the dissolution of the Association shall be adopted by the General Meeting by an ordinary majority of the votes cast provided that at least 1/2 of its members are present during the ballot. § 20 point 2 and 3 do not apply.
2. The General Meeting shall take the decision on the use of any property of the dissolved Association, after its commitments are fulfilled. This property shall be passed to another institution or entity, whose aim and activity will correspond with the aim for which the Association has been established.
3. Members of the Audit Committee shall be the liquidators unless the General Meeting appoints other liquidators.