

**STATUTES**  
**OF THE ASSOCIATION OF POLISH SHIPPING AGENTS AND**  
**SHIPOWNERS' REPRESENTATIVES**

**IN GDYNIA**  
(enacted on 25/10/2005)

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**1. Introductory provisions**

- 1.1 THE ASSOCIATION OF POLISH SHIPPING AGENTS AND SHIPOWNERS' REPRESENTATIVES IN GDYNIA, hereinafter called the Association, was established in 1993 pursuant to the Act of May 23rd 1991 on employers' organizations (OJ no 55, item 235) and the provisions of these Statutes.
- 1.2. The Association may use its name in English which is: THE ASSOCIATION OF POLISH SHIPPING AGENTS AND SHIPOWNERS' REPRESENTATIVES, in short form APMAR .

**2. Registered office and area of the Association's actions**

- 2.1. The Association has corporate personality and its registered office is the city of Gdynia.
- 2.2. The Association operates in the Republic of Poland as well as abroad in the scope specified in its Statutes.
- 2.3. The Association has its own emblem (logo). Attachment no 1 includes the emblem's template.
- 2.4. The Association may establish federations and confederations as well as join them.
- 2.5. The Association may join international organizations gathering shipping agents and shipowners' representatives whose objectives correspond with the objectives of the

Association's Statutes.

2.6. The Association is established for unlimited time.

### **3. Objectives of the Association's Statutes and measures of implementing them**

3.1 Basic task of the Association is to protect the rights and represent interests of its members before State authorities and administration, organs of local self-governments as well as other organizations, and represent it in Poland and abroad.

3.2 Propagating the rules of professional ethics of shipping agents and shipowners' representatives as well as abiding by them.

3.3 Establishing and abiding by appropriate cooperation rules between the Association's members.

3.4 Upgrading methods of work of shipping agents and shipowners' representatives.

3.5 Upgrading professional level of shipping agents and shipowners' representatives being Association's members.

3.6 To implement the tasks enumerated in section 3 items 3.1 to 3.5, the Association will cooperate with the authorities, institutions and organizations as concerns protecting the rights and interests of the Association's members, together with possible legislative initiatives.

3.7 Forms and ways of implementing the Association's tasks are the following:

a/ Exchanging experience and opinions by organizing meetings, consultations and conferences;

b/ Cooperating with other crewing organizations in Poland and abroad;

c/ Obtaining and delivering to the gathered members the information about the seamen market:

d/ Recommending its members to Polish and foreign business partners as well as institutions and organizations;

e/ Participating in fighting dishonesty in business activities in the scope of the actions undertaken by the Association's members;

f/ Undertaking an opinion-forming and consultative role as concerns the issues connected with the seamen labour market on press and legislative forums;

g/ Propagating among seamen proper attitudes and behaviour complying with the best patterns and traditions of the white-and-red flag;

h/ Promoting legislative and economic initiatives both in Poland and in the EU, ensuring maintaining the places of work for Polish seamen.

### **4. Members of the Association, their rights and obligations**

4.1. Types of membership in the Association:

a/ Honorary member. Any person having particular achievements in developing seamen labour market can be an honorary member, regardless of his or her citizenship.

b/ Foreign member. A foreign member can be each corporate entity or natural person acting abroad in crewing, introduced to the Association by two persons, including one person who is a member of the Association's Council and the other being a founding member of the Association. The decision on including a candidate as the

Association's foreign member is made by the Ordinary Members' Meeting pursuant to a written declaration tabled by the candidate and signed by the two aforementioned persons.

c/ Supporting member. A supporting member may be each natural person and corporate entity who recognizing the Association's objectives wishes to support them in a financial, moral or advertising way. Corporate entities are represented in the Association by their statutory organ authorized to represent them or by a person indicated and duly authorized by such organ. The Association's supporting member is entitled to include in his or her documents, publications and other materials the information of being the Association's member in the scope specified in a separate understanding contracted with the Association's Council. The decision of including the candidate in the group of the Association's supporting members is issued by the Council.

d/ The Association's Ordinary Member may be a corporate entity or natural person acting as a marine agent or shipowners' representative pursuant to possessed powers of attorney and legal provisions obligatory in Poland as well as being an employer as defined in article 1 item 2 of the Act of May 23rd 1991 on employers' organizations (OJ No 55 item 235). Including a person in the group of the Association's ordinary members is performed pursuant to the decision of the Meeting of the Association's Members issued following the interested party's application. An Agency/Organization applying to being admitted to the Association must be recommended by at least two members belonging to the Association for five years.

e/ Founding members of the Association become on the day of registering it in the District Court the Members who on 21.01.1993 passed the resolution on establishing the Association. (Attachment no 2 – list of Founding Members).

#### 4.2. Membership is dissolved in the case of:

- a/ resignation maintaining a one month notice period;
- b/ dissolving the Association;
- c/ winding up an economic entity being the Association's member;
- d/ resigning by a member from running his or her business activities;
- e/ death, if the Association's member is a natural person;
- f/ excluding from the Association.

4.3. The Association's member may be excluded from the Association by a resolution of the Extraordinary Meeting passed by the majority of 2/3 of votes, in the presence of at least 50% of the Association's members entitled to vote during the Extraordinary Meeting.

#### 4.4. A member may be excluded if:

- a/ He or she delays payment of membership fee for at least 6 months.
- b/ One of the members tables a motion which certifies acting to the detriment of the Association or infringing the rules of professional ethics. In such a case the Association's Chairman appoints a special commission to investigate the motion. Having heard the minutes of the commission, the Council passes a motion to the Extraordinary Members' Meeting as concerns excluding the member, by the majority of 2/3 of the Council's members.

c/ Exclusion results from a resolution of the Extraordinary Meeting passed with the majority of 2/3 of votes, in the presence of at least 50% of the members entitled to vote during the Extraordinary Members' Meeting.

4.5. The Members are entitled to:

- a/ participate in the Meetings and works of the Association;
- b/ obtain information about the Association's works;
- c/ exercise their passive and active voting rights for the Association's authorities;
- d/ participate in meetings and conferences as well as other events organized by the Association;
- e/ use any materials, devices and elaborations possessed by the Association and intended to achieve its objectives, as well as take advantage of any advisory services, consultations etc. organized by the Association;
- f/ wear the Association's badge.

4.6. The Members are obliged to:

- a/ actively participate in the Association's works;
- b/ abide by the statutes, comply with the resolutions and recommendations of the Association's authorities;
- c/ abide by the rules of professional ethics;
- d/ pay fees within deadlines (obligatory also for the foreign Members);
- e/ deliver to the Association's authorities the information necessary for its actions and for the benefit of the Association's Members;
- f/ fulfil the tasks and obligations arising from the membership in the Association;
- g/ cooperating in making professional materials available, elaborating on them and elaborating on reports, lectures, organizing conferences etc.

4.7. Honorary, foreign and supporting members of the Association have the same rights as its ordinary members, except for the rights enumerated in sect. 4, items 4,5 point c.

4.8. Honorary members of the Association are entitled to attend for free all the events organized by the Association.

4.9. Honorary members of the Association are exempt from the obligation of paying the fees.

4.10. Supporting members of the Association pay the fees in the amount and on conditions specified in the understanding contracted between the Association's supporting member and the Chairman representing the Association.

4.11. A member excluded due to not paying the fees may be again included in the group of the Association's members having paid the outstanding fees.

4.12. The Association's Council tables a motion to the Extraordinary Members' Meeting to exclude a supporting member from the member's list following his or her written application, as well as in the case when such a member does not fulfil the obligations towards the Association.

## **5. Authorities of the Association**

5.1 The Association's Authorities are:

- a/ Meeting of the Association's Members

- b/ Council of the Association
  - c/ Revision Commission
  - d/ Secretary/Secretariat of the Association.
- 5.2 Fulfilling any functions in the Association's Authorities is honorary and no member of the Association's Authorities, except for the Secretary/Secretariat, is entitled to receive any remuneration for fulfilling the function in the Authorities.
- 5.3 In the case of resignation or dismissing a member of the Association's Authorities during the term in office of a given Authorities' body, other members of such organ are entitled to appoint a new member for the period till the nearest Extraordinary Meeting, but the number of persons appointed in such a mode during the term in office of a given Authorities' body must not exceed 1/3 of the organ's composition chosen on general basis.

## **6. Meeting of the Association's Members**

- 6.1. Meeting of the Association's Members is the supreme organ and may make decisions as concerns all affairs of the Association.
- 6.2. All ordinary members of the Association are entitled and obliged to participate in the Meeting. Each of them is entitled to one vote.
- 6.3. The Meeting makes decisions in the form of resolutions. The Meeting's resolutions are passed with the ordinary majority of votes in the presence of at least 50% of the Association's members entitled to vote, subject to sect. 4.4, subpoint c.
- 6.4. If fewer than 50% of members are present, the Council calls the Meeting for another date and then the Meeting's resolutions specified in sect. 4.4, subpoint c are passed with the ordinary majority of votes.
- 6.5. The Meeting is called by the Association's Council. Notice about the Meeting shall meet the following requirements:
- a/ be made in writing, by a registered letter in the period not shorter than 14 days before the date of the called Meeting or by electronic post with acknowledgement of receipt;
  - b/ include daily agenda;
  - c/ include in the Attachments all necessary materials concerning the subject matter of the Meeting. Each member is entitled to demand to complete the daily agenda. Such demand shall be made in writing.
- 6.6. Ordinary and Extraordinary Members' Meetings.
- 6.7. An Ordinary Meeting is called in each first quarter of a calendar year. Such Meeting particularly focuses on:
- a/ assessing the Association's actions taken in the previous year;
  - b/ assessing the profit and loss account, balance, decisions on distributing the profits or covering the losses;
  - c/ assessing the Council's report for the previous year;
  - d/ assessing the Revision Commission's report for the previous year;
  - e/ establishing the programme of the Association's actions for the current year;
  - g/ making decisions as concerns the affairs tabled by the Council;
  - h/ considering the applications tabled by the Association's members. The

applications tabled by the Association's members to be considered by the Ordinary Meeting shall be tabled to the Council at least 14 days before the day of the Ordinary Meeting and signed by at least 5 Association's members.

- 6.8. An Extraordinary Meeting is called on the Council's or the Revision Commission's initiative or following the demand of at least one third of the Association's Members, in the cases when it is required by the Association's interest or when the Meeting has to make a decision. Competence of the Extraordinary Meeting include particularly:
- a/ choosing the Association's Council and Revision Commission, in the case of closing the term in office of the Council and Revision Commission – granting a discharge to the Council;
  - b/ dismissing the Council or its members as well as the Revision Commission or its members;
  - c/ establishing the payments (fees) for the Association;
  - d/ establishing the draft budget;
  - e/ excluding Association's members;
  - f/ decisions to join federations, confederations, to establish them or join the international associations of shipping agents and shipowners' representatives;
  - g/ decisions to change the Association's name, its statutes, establishing the Association's trade marks. Motions to change the Statutes must be tabled at least 30 days before the date of the Extraordinary Meeting and must be signed by at least 10 Association's members, including 3 founding members;
  - h/ decisions on liquidating (dissolving) the Association and allocating the Association's assets in case of its liquidation;
  - i/ the Extraordinary Association's Meeting may choose the Honorary Chairman of the Association who fulfils only advisory services without executory powers;
  - j/ resolutions concerning the affairs enumerated in this section require the majority of 2/3 of votes given in the presence of at least 50% of the members.
- 6.9. The Chairman of the Association's Council or one of the Deputy Chairmen leads the Meeting and the Secretary is responsible for issuing the minutes signed by the Chairman and the Secretary.
- 6.10. Voting is open unless the Meeting makes another decision.

## **7. Council of the Association**

- 7.1. The Council runs current actions of the Association and represents it outside.
- 7.2. The Council and its individual members are appointed and dismissed by the Extraordinary Members' Meeting.
- 7.3. The term in office of the Association's Council lasts two years.
- 7.4. The Council has from 3 to 5 members.
- 7.5. During the first meeting the Council chooses its Chairman.
- 7.6. The Chairman conducts the Council's works.
- 7.7. The Council's resolutions are passed with the ordinary majority of votes in the presence of at least 50% of general number of the Council's members. If the

number of votes is equal, the Chairman's vote is decisive.

7.8. The Council is obliged to abide by the Statutes' provisions as well as the regulations and resolutions passed by the Association's Authorities.

7.9. Chairman of the Council:

- a/ leads the Council's works in the periods between the Members' Meetings;
- b/ supervises and coordinates the works of the Association's Secretary, as well as directly or via the Secretary supervises the actions of special Commissions;
- c/ represents the Association's members outside as concerns their relations with the national and foreign organizations;
- d/ in justified cases the Chairman may delegate a person as the Association's Secretary or as an ordinary member, pursuant to his powers specified in sect. 7.9.c;

7.10. The Council with the help of the Association's Secretary implements the Association's tasks and programmes of actions established by the Meeting.

7.11. The Association's Secretary is not a member of the Council.

7.12. Actions of the Council's Chairman together with the Council's member or the Association's Secretary are required to perform any legal deeds and deeds of financial nature.

7.13. The Association's Secretariat is appointed by the Extraordinary Members' Association and is the executive body of the Association's Council.

7.14. Functions of the Secretariat are established by the statutes enacted by the Association's Council.

7.15. The Secretary runs the archives, stores the seal, declarations, issues and updates the data about the Association's members as well as writes the minutes of the Council's and Association's Meetings.

7.16. The Secretary is responsible for current correspondence with the Council and delivers its information to the Association's members.

## **8. Revision Commission**

8.1. Revision Commission is the controlling body of the Association.

8.2. The Commission is comprised of 3 members.

8.3. The Revision Commission holds its meetings at least twice a year.

8.4. During its first meeting the Commission chooses its Chairman.

8.5. The competence of the Revision Commission includes:

- a/ constant supervision of current actions of the Association's Council and Secretary;
- b/ demanding explanations from the Council or the Secretary and tabling post-control motions;
- c/ tabling to the Members' Meeting the reports on control as well as motions concerning the discharge for the Association's Council and Secretary.

8.6. During each Extraordinary Meeting the Commission tables a report on its actions and presents assessment of works of the Association's Council and Secretary.

8.7. The term in office of the Commission lasts two years. If during its term in office the number of the members is reduced, the Commission is entitled to complete its composition by appointing a missing member. Completion must not exceed 1/3 of the Commission's composition.

8.8. A member of the Council or the Secretary must not be a member of the Revision Commission.

8.9. The Commission is appointed and dismissed by the Extraordinary Meeting.

8.10. Resolutions of the Revision Commission are passed with the absolute majority of votes.

## **9. Special Commissions of the Association**

9.1. Commissions of the Association gather members interested in individual affairs of statutory actions.

9.2. Commissions are appointed by the Council following the motion of at least 5 Association's members to promptly and efficiently solve current problems.

## **10. Awards and distinctions**

10.1 The Association may establish awards and distinctions and grant them to natural persons and corporate entities who have special achievements in implementing the Association's statutory objectives or as concerns the Association itself.

10.2 The highest distinction which may be given by the Association is the distinction of the Honorary Member of the Association.

## **11. Assets and finances of the Association**

11.1 Assets of the Association are generated from fees, donations and other legal sources.

11.2. The value of membership fees is established by the Extraordinary Members' Meeting.

11.3. The fee is paid monthly in advance till the tenth day of each month starting a given month.

11.4. The Association's Council is responsible for financial and accountancy affairs.

11.5. The Association's accountancy and cash-desk is run by an accountant indicated by the Association's Council.

11.6. Remuneration of the accountant and the Association's Secretary is established by the Ordinary Members' Meeting.

11.7. Members of the Association may issue periodical payments to fulfil its statutory tasks, in the value established by the Extraordinary Members' Meeting. Payments specified in this point may be issued to the established earmarked funds.

## **12. Final provisions**

12.1 The Association must not:

a/ grant loans or secure obligations with the Association's assets as concerns its members, Authorities' members or employees;

b/ assign the Association's assets to its members, Authorities' members or

employees.

- 12.2. The Association may be dissolved by a resolution of the Extraordinary Members' Meeting, passed with the majority of 2/3 of votes in the presence of at least 50% of the Association's Members.
- 12.3. The Extraordinary Members' Meeting which passed the resolution on dissolving the Association, also makes a resolution on allocating the assets of the liquidated Association to cover its liabilities.
- 12.4 The accounting year of the Association is a calendar year.
- 12.5. Any affairs not regulated in these Statutes are governed by obligatory legal provisions, particularly by the Act of May 23rd 1991 on employers' organizations (OJ N 55, item 235).

**COUNCIL OF THE ASSOCIATION OF POLISH SHIPPING AGENTS AND  
SHIPOWNERS' REPRESENTATIVES**