

**STATUTES OF
STOWARZYSZENIE KLASTER TECHNOLOGII INFORMACYJNYCH W
BUDOWNICTWIE**

*Consolidated text adopted by way of the Resolution of the General Assembly of
Members on 9 March, 2018*

Section I

GENERAL PROVISIONS

§ 1

Stowarzyszenie Klaster Technologii Informatycznych w Budownictwie (Association for Cluster of IT in Building Industry, hereinafter "Association") shall associate natural persons who act in support of spreading and developing BIM technologies in the building industry.

§ 2

The Association conducts its business on the basis of the provisions mentioned below:

1. Provisions of the Act dated 7 April, 1989, concerning the association laws (Journal of Law, Year 2001, No. 79, Item 855, as amended) and the present statutes, which ensure the legal identification, and
2. Provisions of the present Statutes.

§ 3

The business area of the Association shall be the territory of the Republic of Poland and, more specifically, the territory of the Małopolskie Voivodeship (Province).

§ 4

The head office of the Association shall be located in the City of Kraków.

§ 5

The Association may become a member of local and international organisations which pursue similar aims.

§ 6

1. The Association shall have the right to use the seals and the logos in compliance with the applicable regulations.
2. The right to use the name and the graphical symbol shall be proprietary and shall be vested in the Association only.

§7

1. The business of the Association shall rely on voluntary work of its Members and volunteers. The Association may engage employees for the purpose of its business.
2. The Association may conduct business activities only to the extent of its statutory purposes. The entire income from the said business shall be allocated to the accomplishment of statutory missions.

§8

1. The Association shall have its legal identity.
2. The Association shall be established for an unlimited period of time.

§ 9

1. The Statutes of the Association shall apply to all the Members.
2. Any amendment to the Statutes of the Association shall require the Resolution of the General Assembly of Members, to be passed by affirmative votes of two thirds of the persons present at the Assembly.
3. The Resolutions concerning the amendments to the Statutes of the Association shall become effective upon the entry into the National Court Register.

Section II

PURPOSES OF THE ASSOCIATION

§ 10

The purpose of the Association shall consist in building an industrial all-Polish network of co-operative bonds in order to ensure the access to the most recent technical know-how, in co-operation with business entities, business-specific institutions, and research & development units. The Association shall specifically focus on:

1. Representing the interests of its Members.
2. Supporting the initiatives and projects undertaken by the Members of Cluster of IT in Building Industry.
3. Management of the projects launched by the entities which are represented by the Members of Cluster of IT in Building Industry.
4. Promotion and implementation of advanced management methods in the projects managed by the Members of Cluster of IT in Building Industry.

5. Development of durable relationships, co-operation, and exchange of information among the Members.
6. Development of durable relationships, co-operation, and exchange of information among the Members and the institutions dedicated to R&D, education, and business as well as public institutions, including local governments.
7. Lobbying for responsive legislation in the area of statutory purposes of the Cluster.
8. Building a shared brand for all the entities represented by the Cluster Members.
9. Improving professional competences of the Cluster Members and related institutions.
10. Building shared know-how and hardware back-up resources to be used by the Cluster Members in the process of development of innovative products and services.
11. Support of the initiatives connected with business development and entrepreneurship at local, regional, nationwide, and transnational levels.
12. Promotion and active participation in building mechanisms and tools to support the development of new ITs in the building industry, specifically including the use of BIM technology in the investment process.
13. Activities to improve the innovation and competitiveness of the Polish economy.
14. Promotion of and strict adherence to the standards and business conduct rules adopted voluntarily by the Cluster Members.
15. Activities to adapt the education system to the requirements of the market, in particular in the building industry.
16. Fighting any and all forms of discrimination on the labour market and promoting equal rights of women and men at work.

§ 11

METHODS OF ACHIEVING THE PURPOSES OF THE ASSOCIATION

1. Production of a dedicated network of dynamic connections among all the participants in the investment process in the building industry, who use the ITs in the process of investment projects implementation, such network designed to link the partners either on business or R&D platforms, i.e. SMEs, research and development institutions, education sector, business-related companies, public institutions, as well as visionaries and revolutionaries who all approach the building industry in a modern way, feature high capabilities, want to share their know-how and experience, and strive for self-improvement and evolution.
2. Formulation of opinions and statements concerning the use of ITs in the building industry and other issues mentioned in statutory purposes of the Association.

3. Development of legal act plans and drafts to the extent of the statutory purposes of the Association.
4. Arrangement of meetings and joint undertakings in connection with the issues mentioned in the statutory purposes of the Association.
5. Participation in the projects co-financed from public resources, including structural funds in the area of business conducted by the Association.
6. Development of syllabus for technical university students to demonstrate practical use of the ITs (e.g. BIM) at successive stages of the investment process; support of relevant discussions and co-operation among the universities.
7. Arrangement of dedicated training sessions, seminars, workshops, and conferences connected with the statutory purposes of the Association, and in particular with the use of BIM techniques in the investment process.
8. Establishing the co-operation with foreign centres in order to collect data on innovative services and technical solutions.
9. Development of BIM co-operation standards (creation of a model) and certification of the companies which adhere to such standards.
10. Development of database of the companies which apply the BIM standards.
11. Publishing in the area consistent with the purposes of the Association.
12. Promotion of innovative services and technical solutions which appear in the building industry as products based on BIM technologies.
13. Advertising high standards of the services in the building industry.
14. Supporting the companies from the building industry to the extent of collection of data on construction information modelling.
15. Integration of the Association Members by means of educational, cultural, and recreational activities.
16. Up-to-day analyses of tendencies on the building market.
17. Provision of professional advising services in the area consistent with the purposes of the Association.
18. Promotion of purposes of the Association in mass media.

Section III

RIGHTS AND OBLIGATION OF MEMBERS

§ 12

1. Natural and legal persons may become the Members of the Association.
2. A legal person may become a supporting Member of the Association only.

§ 13

The Members of the Association may be:

1. Full Members;
2. Supporting Members, and
3. Honorary Members.

§ 14

1. Any natural person being a Polish citizen or a foreigner, including those having no residence in the territory of the Republic of Poland, may become a Full Member of the Association provided they meet the criteria mentioned below:

- Full capacity to enter into legal transactions and enjoyment of all civic rights;
- Acceptance of the statutory purposes of the Association and declaration to take part in achieving the same;
- Awareness and acceptance of the Code of Conduct of the Association;
- Presentation of references by at least three Association Members or by a Supporting Member acting as their representative, and
- Submission of the Declaration of Membership.

2. The final decision concerning the admission to the Association shall be taken by the Board by way of a resolution.

3. A new Member shall pay the membership fees for the year of his or her admission.

4. A natural person who has made great contributions to the Association may become a Honorary Member.

5. The Honorary Membership shall be given by the Board or the General Assembly of the Association pursuant to the motion proposed by seven Members of the Association.

6. The Honorary Members may be released from payment of membership fees by way of decision taken by the Board.

7. A natural or legal person who conducts the business in the building industry or related trade or other organisation of entrepreneurs may become a Supporting Member of the Association.

8. Each Supporting Member shall name their one representative who may become a Full Member of the Association pursuant to submission of the Declaration of Membership. The departure from the said option, however, will be admissible on the basis of submission of the applicable statement.

9. Each Supporting Member shall become acquainted with the Code of Conduct of the Association and shall approve of the same.

10. The Supporting Member shall declare their financial support in order to pursue the purposes of the Association or submit another form of support to the Board for evaluation.

11. The decision concerning the admission of a Supporting Member shall be taken by the Board.

12. If a person named by the Supporting Member is a Full Member, such Full Member may be released from payment of membership fees by the Board of the Association.

13. Withdrawal of the recommendation made for a Full Member by the Supporting Member shall mean the loss of Full Membership unless otherwise decided by the Board of the Association.

14. Neither passive nor active electoral right shall be vested in Supporting Members and Honorary Members.

15. Honorary Members and Supporting Members may take part in the General Assembly and in the meetings of the Association in advisory capacity.

16. Honorary Members shall:

- Adhere to the provisions of the Statutes and resolutions taken by the authorities of the Association;
- Comply with the Code of Conduct of the Association;
- Abstain from acting in conflict with the purposes of the Association, and
- Care for the good reputation of the Association.

§ 15

Full Members of the Association shall:

1. Take active part in the efforts of the Association and contribute to the achievement of statutory targets.
2. Abide by the provisions of the Statutes and resolutions taken by the authorities of the Association.
3. Comply with the Code of Conduct of the Association.
4. Pay the membership fees on a regular basis, the latest on the 30th day of March each year.

§ 16

Full Members of the Association shall have the right to:

1. Elect and be elected to the authorities of the Association.
2. Take part in the General Assembly with casting vote, as well as in other meetings and events organised by the Association.
3. Use the facilities, services, and assistance of the Association.

§ 17

Suspension of membership of the Association shall be decided by way of resolution taken by the Board in the cases mentioned below:

1. Infringement of statutory provisions, failure to comply with the resolutions of the authorities of the Association or with the bylaws, and specifically failure to take part in the meetings and events of the Association for a period of more than one year.
2. Infringement of the provisions contained in the Code of Conduct in the relationships with other Members of BIM Cluster and with other third-party entities.
3. Acting to the detriment of the Association.

§ 18

Loss of membership of the Association shall be decided by way of resolution taken by the Board in the cases mentioned below:

1. Voluntary resignation submitted to the Board of the Association in writing.
2. Death or loss of legal identity.
3. Deprivation of civic rights.
4. Loss of full capacity to enter into legal transactions.
5. Failure to pay the annual membership fee for more than 6 months or, in the case of Supporting Member, failure to render assistance contrary to the declaration.

A Member may appeal against the resolution taken by the Board pursuant to the provisions contained in § 33.

§ 19

In the cases referred to in § 17.1, 17.2, and 17.3, the Board of the Association shall notify the Association Members of the reasons of suspension of membership and shall put the loss of membership by relevant entities / persons to the vote at the first following General Assembly of the Association.

§ 20

Members of the Board or Audit Committee must not be excluded from membership prior to their removal from the panel of the Board or Audit Committee.

Section IV

ORGANISATIONAL STRUCTURE

§ 21

The authorities of the Association shall be:

1. General Assembly of Members;
2. Board of the Association, and
3. Audit Committee.

§ 22

Term of office of the Members of the Association Board and of the Audit Committee shall be four years.

§ 23

Unless otherwise provided for by the Statutes, the resolutions of the authorities of the Association, including the election of Members of the Board and of the Audit Committee, shall be taken by a simple majority of open votes with at least half voting rights present at the procedure. The participants may pass the decision to hold a (secret) ballot. The ballot shall be ruled in the case of personal issues upon a motion of a single Association Member having the right to vote. All the resolutions shall be filed with the record of the minutes of meeting.

GENERAL ASSEMBLY OF MEMBERS

§ 24

The General Assembly of Members shall be the highest authority of the Association.

§ 25

The General Assembly may be either ordinary or extraordinary.

1. The General Assembly of Members shall be attended by:

- Full Members, with casting votes, and
- Supporting and Honorary Members as well as the invitees, in advisory capacity.

2. The invitees shall be persons whose presence has been previously notified to the Board of the Association and approved by the Board (in writing).

3. The Ordinary General Assembly shall be convened by the Board at least once a year, no later, however, than until the 30th day of June each year.

4. The Extraordinary General Assembly shall be convened by the Board:

(a) upon its own motion;

(b) upon the motion of the Audit Committee;

(c) upon a written motion of at least 30% Association Members within one month from receipt of the motion.

5. Under special circumstances which require a prompt decision from the General Assembly or Extraordinary General Assembly, the Board may initiate the debate on the said decision by electronic means of communication, telefax, mail, etc., with no need to convene a session of such authorities. The results of co-ordination shall be recorded in the minutes complete with printed communications and opinions of the individual members of the said bodies.

6. The General Assembly may adopt such resolutions only which have been notified as the reasons of meeting in the notice of meeting and have been included in the agenda, unless all the Association Members are present at the session and approve of the extension of the agenda.

7. The debates of the General Assembly shall be chaired by the Chairperson and recorded by the Secretary, the said two persons being elected every time by the participants in the General Assembly.

8. The Board shall notify all the Association Members of the date and place of the General Assembly with at least 14-day period of notice and shall serve the agenda. The notification shall be sent by electronic means of communication.

9. Full Members and Supporting Members may take part in the General Assembly by means of electronic communication (tele-conference; video-conference) provided, however, they notify the Association Board of such intention (no later, however, than 7 days in advance of the appointed date of meeting).

10. If an Assembly is not quorate, another Assembly shall be convened on the second term, no later, however, than within one month from the date of convening the General Assembly of Members.

11. The resolutions of the General Assembly shall be taken by way of open voting or a ballot, by a simple majority of votes:

(a) In the presence of two thirds of the number of Members, on the first term;

(b) Irrespective of the number of voting rights, on the second term.

12. On request of one of the Full Members, the open voting procedure shall be passed by way of open voting by Full Members prior to the voting at issue.

§ 26

The General Assembly shall have the powers mentioned below:

1. Adoption of the Statutes and amendments hereto, by affirmative votes of two thirds of the persons present at the General Assembly.
 2. Election and dismissal of the Members of the Board and of the Audit Committee.
 3. Review and approval of reports of the Board and of the Audit Committee.
 4. Granting discharge to the Members of the Board.
 5. Review of motions and requirements submitted by the Members or authorities of the Association.
 6. Review of appeals against the resolutions of the Board and of the Audit Committee in the cases defined in the Statutes.
1. Approval of logo and brand of the Association.
 2. Resolutions concerning the admission of a Honorary Member.
 3. Resolution concerning the liquidation of the Association, by affirmative votes of two thirds of the persons present at the General Assembly.

BOARD

§ 27

The Board shall be appointed for the purpose of managing the entire business of the Association in compliance with the resolution of the General Assembly of Members and shall represent the Association towards third parties.

§ 28

Two Members of the Board shall be authorised to make declarations of will on behalf of the Association if they act jointly, including the cases related to the property.

§ 29

1. The Board shall be composed of 4 to 5 Members. The Board shall elect the President of the Association by majority of votes. Other persons shall act as Deputy Presidents. The Board shall elect the Secretary and the Treasurer by way of voting.
2. Should the President's mandate expire or should the President be dismissed prior to the end of their term of office, the functions of the President shall be resumed by

one of the Members of the Board who will be elected from among such Members by way of voting of the Board.

§ 30

The persons mentioned below must not become Members of the Board of the Association:

1. A person in blood or affinity or employment dependency relationships with the Members of the Audit Committee;
2. A person convicted of an intentional offence by a valid court sentence.

§ 31

1. The sessions of the Board shall be held at least every three months or on request of the President or of two Members of the Board, within 7 days from submission of the request. The notice of session shall be served by electronic means of communication directly to each Member of the Board. All the sessions shall be recorded. Furthermore, the sessions of the Board shall be communicated to the Members of the Audit Committee.

2. In emergency cases, the resolution of the Board may be also passed off-the-session by means of voting in writing or by way of electronic communication. In such cases, the voting procedure shall be stated by the President of the Board or, in the absence of the President, by the Deputy President of the Board, in a message to the Members of the Board, containing the draft resolution as well as the deadline for voting and the voting procedure. Failure to vote in good time shall be considered as abstention from voting. The term "emergency case" shall mean any issue which must be settled within a period of time shorter than the time necessary to convene a session of the Board, and specifically the issues which may bring about irreparable damages or losses of considerable benefits to the Association. The procedure for electronic format of voting shall be stated by the Board.

§ 32

The Board shall have the powers mentioned below:

1. Representing the Association towards the third parties.
2. Admission of the new Members of the Association.
3. Cancellation and exclusion of the Members.
4. Granting and withdrawal of the status of Honorary Member of the Association.
5. Convening the General Assemblies.
6. Adoption of budget and approval of annual financial statements.

7. Development and adoption of the strategies of the Association.
8. Development of annual executive reports of the Association.
9. Appointment of the Association Office and definition of working rules thereof.
10. Keeping the book of minutes of meetings of authorities of the Association.
11. Establishing the logo and the brand of the Association.
12. Definition of the membership fee rates.

§ 33

The resolutions of the Board concerning the admission to and the exclusion from the Association may be appealed against to the General Assembly. A Member shall be notified of such resolution within two weeks from the date of adoption thereof. The Member shall have the right to appeal within 14 days from the date of notification. The appeal shall be reviewed by the General Assembly in the first following session. In other cases of the loss of membership the resolution of the Board shall be final.

§ 34

The decisions of the Board shall be deemed valid if taken in the presence of at least half of the number of Members of the Board, by a simple majority of votes. The sessions of the Board may be held in the form of tele-conferences.

§ 35

1. The mandate of a Member of the authorities of the Association shall expire in the cases mentioned below:

- (1) Submission of a written statement of resignation;
- (2) Inability to perform the function of a member of authorities for a period of more than six months;
- (3) Expiration of the term of office;
- (4) Loss of the status of a Member of Association, and
- (5) Dismissal of a Member.

2. If a Member of the authorities of the Association is unable to perform their functions, the authorities may co-opt further members of authorities up to the half of panel of the authorities of the Association.

3. Elected members of the authorities of the Association may be dismissed from their functions prior to the expiration of the term of office in the cases mentioned below:

- (1) Failure to carry out their duties or breaching the provisions of the Statutes, Code of Conduct, and applicable resolutions of the Association;
- (2) Inexcusable failure to appear at three consecutive sessions of an authority;

(3) Unreasonable failure to take part in the missions ordered by an authority, for a period of at least six months.

AUDIT COMMITTEE

§ 36

The Audit Committee shall be a supervisory authority of the Association with no relation of subordination to the Board.

§ 37

The Audit Committee shall be composed of three to fifteen persons who elect the Chairperson, Deputy Chairperson, and Secretary from among their group.

1. A Member of the Audit Committee must not be a Member of the Board at the same time.

2. Furthermore, the persons mentioned below must not become Members of the Audit Committee:

- A person in blood or affinity or employment dependency relationships with the Members of the Board;

- A person convicted of an intentional offence by a valid court sentence.

§ 38

The sessions of the Audit Committee shall be held at least once a year or on request of the Chairperson or of two Members of the Audit Committee, within 7 days from submission of the request. The notice of session shall be served by electronic means of communication directly to each Member of the Audit Committee. All the sessions shall be recorded.

§ 39

The Audit Committee shall have the powers mentioned below:

1. Audit of the business conducted by the Association, at least once a year.

2. Submission of the results of the audit to the Board and the General Assembly.

3. Submission of the reports on the work of the Audit Committee to the General Assembly.

4. Requesting written or unwritten oral explanations from the Board or Members of the Association.

5. Right to submit a request for convening the General Assembly of Members and the meeting of the Board.

§ 40

Members of the Audit Committee may take part in the meetings of the Board in advisory capacity.

Section V

ASSETS AND FUNDS

§ 41

The assets of the Association shall contain the components which have been acquired for the term of the Association.

§ 42

The assets of the Association shall be established in particular from:

1. Proceeds from membership fees.
2. Donations, grants, and contributions.
3. Income from collection, auction, bidding, and public generosity.
4. Own business activities.
5. Proceeds and donations connected with the implementation of research or development projects.

§ 43

1. The assets of the Association shall be allocated to the accomplishment of statutory mission and to the payment of necessary costs, including the expenses connected with the administration and management of the business of the Association.
2. The funds and the assets of the Association shall be managed by the Board.
3. Two Members of the Board shall be authorised to make declarations of will and to contract financial liabilities on behalf of the Association if they act jointly.

§ 44

1. The Association must neither grant loans nor pledge the assets as security with regard to the Members of the Association.
2. The provisions of art. 44.1 above shall apply mutatis mutandis to the employees of the Association, Members of the Board, Members of the Audit Committee, as well as

to the persons with whom the employees remain in bonds of marriage, in blood or affinity lineal relationships, in blood or affinity collateral relationships up to the second degree, or in adoption, guardianship, or custody relations.

§ 45

The assets of the Association must not be assigned to the persons mentioned in articles 30.1 and 30.2 on terms and conditions other than applied to the third persons, specifically in the case the assignment is gratuitous or on preferential terms.

§ 46

The assets of the Association must not be used for the benefit of the persons mentioned in articles 30.1 and 30.2 on terms and conditions other than applied to the third persons, unless such use arises out of one of the statutory purposes of the Association or is necessary to work or to accomplish other missions ordered by the Association.

Section VI

DISSOLUTION OF THE ASSOCIATION

§ 47

1. The resolution concerning the dissolution of the Association shall be voted by the General Assembly by affirmative votes of two thirds of the persons present at the General Assembly.

2. The resolution concerning the dissolution of the Association shall define the method of liquidation, the person of liquidator, and the allocation of the assets of the Association.

Section VII

MISCELLANEOUS PROVISIONS

§ 48

The provisions of the Act on association laws shall apply to the issues which have not been regulated in the present Statutes.