

STATUTE OF THE POLISH BIOMETHANE ORGANIZATION

CHAPTER I General provisions

- § 1** The Polish Biomethane Organization, hereinafter referred to as the "Organization", is an organization of employers operating on the basis of the Act of 23 May 1991 on organizations of employers (i.e. Journal of Laws of 2022, item 97, as amended), hereinafter referred to as the "Act".
- § 2** The registered office of the Organization shall be in Warsaw. The organization conducts its activities on the territory of the Republic of Poland and abroad. PBO may have offices (branches) in other cities on the territory of Poland or abroad.
- § 3** The Organization may be a member of national and international organizations or associations and interact with foreign entities in the field of application and promotion of the biomethane sector.
- § 4** The Organization may use the English language name for its overseas activities: "Polish Biomethane Organization". The Organization may use the abbreviated name "PBO" in both Polish and English as well as distinctive logos.

CHAPTER II Purpose and scope of activities

- § 5** The primary objectives of the Organization are:
1. Creation and development of a comprehensive factual and legal base for the biomethane industry in Poland.
 2. Undertake and support measures for the development of the biomethane sector and its importance in the decarbonisation of the Polish economy.
 3. Influence the shaping of Polish and EU legislation regulating and supporting the development of biomethane use as a renewable energy source derived from biomass.
 4. Shaping optimal organizational, legal and technical solutions for the development of biomethane applications, the implementation of modern biomethane production and utilisation technologies and biomass contracting, procurement and supply models, including its certification.
 5. Represent the economic and social interests of the associated members at national, EU and international level.
- § 6** The primary task of the Organization is to protect the rights and represent the interests, including economic interests, of the Organization's Members before the state authorities and administration, local government bodies and other authorities, trade unions and other organizations.
- § 7** The organization pursues its purposes and objectives in particular by:
1. Presenting opinions, recommended system solutions and methods of overcoming organizational and technical barriers to public authorities, local authorities and institutions that have an impact on the infrastructure associated with the use of biomethane, in particular by identifying optimal legal and technical solutions leading to the development of means of production, transmission and use of biomethane as a renewable energy source derived from biomass.
 2. Providing opinions on assumptions and draft legislative solutions at national and EU level for the biomethane (biogas) sector and participating in public consultations and working committees, as well as submitting legislative proposals to national and EU legislative initiative holders.
 3. Cooperating in the implementation of the tasks of the Minister for Climate and the Environment or other competent for energy and climate policy of the government department, in particular with regard to the objectives of the European Union's climate and energy policy, including the REPowerEU package.
 4. Promoting responsible and economically viable engagement of employers in the business of biomethane utilisation and biomass production and supply for energy purposes.
 5. Organizing conferences, symposia and deliberations to popularise proven as well as innovative national and international solutions for the production and use of biomethane in the economy.
 6. Gathering the information necessary for optimal and effective performance.
 7. Delegating its representatives to work in advisory and consultative bodies.
 8. Collaborating with experts in the biogas and biomethane sector.
 9. Supporting the Organization's Members by providing substantive advice and training.
 10. Undertaking activities to build awareness of the positive image of the biomethane industry, including presenting the economic and environmental benefits of biomethane use in the economy.
- § 8** In order to achieve its statutory objectives, the Organization may conduct business activities, establish foundations and participate in all other ventures. In particular, business may be conducted in the following areas:
1. Developing development programmes and strategies for the biomethane sector.
 2. Developing substantive opinions on the economy and economics.
 3. Organizing training and seminars for both Organization Members and third parties.

4. Conducting publishing activities on the basis of its own studies and works prepared by third parties.
5. Researching the market and public opinion.
6. Research and development.
7. PR and communications.
8. Business and management consultancy.

CHAPTER III Organization membership

§ 9 1. The Member of the Organization may be:

- 1) A legal person or an unincorporated organizational unit or a natural person conducting an economic activity who fulfils all of the following conditions:
 - a) Holds the status of an employer within the meaning of the Act;
 - b) Operates a business in an area that is directly or indirectly related to the production or use of biomethane (biogas) or the production and supply of biomass for energy purposes, or is planning to start a business in this area, or is engaged in consultancy to or for such entities;
 - c) Is a large entrepreneur within the meaning of Article 4(6) of the Act of 8 March 2013 on Counteracting Excessive Delays in Commercial Transactions (i.e. Journal of Laws of 2022, item 893, as amended) or a related company within the meaning of Article 4(1)(5) of the Commercial Companies Code has such status.
 - 2) Organizations, including employers' unions, universities, associations or other bodies related to or bringing together entities with a direct or indirect interest in the biomethane (biogas) industry.
2. The requirement of clause 1(1)(c) shall not apply to Founding Members of the Organization.
3. The Members of the Organization may be foreign nationals or foreign entities fulfilling the requirements specified in clause 1 or 2.
4. The Members of the Organization with less than 10 employees have the status of supporting members, hereinafter referred to as "Supporting Members", whereby, for the purposes of calculating employment, employment in affiliated companies within the meaning of Article 4(1)(5) of the Code of Commercial Companies is also included.

§ 10 The admission of a new member to the Organization requires a resolution of the Organization's Board.

§ 11 An applicant for membership should, in addition to fulfilling the conditions specified in §9 of the Statute, submit a written declaration of membership and an undertaking to pay membership fees in accordance with all the rules of the Organization.

§ 11¹ A member of the Organization acquires the status of extraordinary member in a given calendar year as of the date of incurring a membership fee in the amount or in its non-monetary value amounting to 10 times the fee established in accordance with § 19 (8) of the Statute. The Management Board shall notify the member and other members of the PBO of the acquisition of extraordinary member status by a member of the Organization.

CHAPTER IV Rights and obligations of the Organization's Members

§ 12 The Organization's Members are entitled to:

1. Participate in the General Meeting with the right to vote
2. Submit proposals, opinions and other initiatives concerning the activities of the Organization.
3. Access to periodic reports on the activities of the Organization.
4. Use training, studies and research of or available from the Organization.

§ 12¹ The extraordinary member shall have the following rights:

1. participation in the General Meeting with the right of 5 votes
2. appointment and removal of one member of the Management Board in accordance with the following rules:
 - a. If the Management Board already includes a member appointed by the General Meeting and proposed by a member who has acquired the status of extraordinary member, that PBO member shall not have the right to nominate another member of the Management Board, which shall not preclude the nomination of another person in place of the existing member referred to above. An extraordinary member may exercise the right to nominate and remove a member of the Management Board at any time during the period of the above-mentioned status.
 - b. The extraordinary member's statement on the nomination or removal of their appointed management board member shall be submitted in writing to the PBO Management Board at the registered office of the PBO. The Management Board of the PBO shall inform the members of the Organization of this fact by e-mail and register the changes in the National Court Register.

The powers of the General Meeting to remove or suspend a member of the Management Board referred to in clause 2 shall be excluded during the period in which the PBO member nominating a member of the Management Board has the extraordinary membership status.

3. designation of a member of the Steering Committee, subject to § 32¹ of the Statute
4. priority in receiving sponsorship offers for events organized by PBO, i.e. 30 days in advance of other recipients, and
 - a. promotion of the extraordinary member or the capital group to which it belongs during the event and obtaining a (basic) partner's package,
 - b. an offer to conclude an appropriate cooperation agreement for the event that includes a 40% price discount on all benefits related to the above event, including entrance fees and partner's packages.

§ 13 The Organization's Members are under the following obligations:

1. Comply with the Statute, Resolutions and decisions adopted by the bodies of the Organization.
2. Provide the Organization's bodies with the information necessary for its activities and provide assistance in performing its statutory activities
3. Pay regular and timely annual membership fees: by the end of the first full calendar month following the date of registration of the Organization with the National Court Register, and thereafter by the end of the first quarter of each calendar year for the current calendar year; in the instance of members admitted during the calendar year, by the end of the first full calendar month following the date of admission (unless otherwise provided by resolution of the General Meeting). The obligation to pay membership fees does not apply to Supporting Members.

§ 14 The Organization's membership shall cease in the following instances:

1. Voluntary withdrawal of the Member, upon written request to the Organization's Board.
2. Loss of legal entity or death of the Member.
3. Loss by the Member of the Organization of the status of employer within the meaning of the Act.
4. To be deprived of the Organization's membership by a resolution adopted by a majority of 70% of the votes of the General Meeting of the Organization, due to:
 - a) Actions by the Member to the detriment of the interests of the Organization or
 - b) Failure to comply with the Statute of the Organization, the rules and resolutions of the bodies of the Organization
 - c) In the event of a natural person, deprivation of public rights by a final court decision or
 - d) Failure to pay the membership fee by the due date or in the prescribed amount despite receipt of an additional request thereto.

or

CHAPTER V Bodies of the Authority - General Provisions

§ 15 The bodies of the Organization are:

1. The General Meeting.
2. The Management Board.

The General Meeting

§ 16 The highest body of the Organization is the General Meeting, consisting of all members of the Organization.

§ 17 The General Meeting may be ordinary or extraordinary.

§ 18 1. The Ordinary General Meeting is convened by the Management Board once a year, no later than the end of the second quarter of the calendar year. The subject of the Ordinary General Meeting should be:

- a) Consideration and approval of the Management Board's reports on the Organization's activities and financial statements for the previous financial year.
- b) Discharge of the Members of the Management Board for the performance of their duties during the past financial year.

2. The Extraordinary General Meeting shall be convened when necessary on the initiative of the Board or at the written request of 30% of the Organization's members to the Management Board. The Management Board shall convene the Meeting no later than one month from the date of the request, subject to §21.

§ 19 The powers of the General Meeting include all issues that are the subject of the Organization's activities and that are not reserved for other bodies, in particular:

1. Adoption of amendments to the Statute.
2. Adoption of the Organization's annual budget.
3. Approval of budgets and periodic action plans presented by the Management Board.
4. Approval of the Organization's annual activity reports.
5. Consideration and approval of the Management Board's reports on the Organization's activities and financial

statements for the previous financial year.

6. Appointment, suspension, revocation of suspension and removal of the Members of the Management Board, subject to the rights of the extraordinary member and exclusion of competences of the General Meeting in accordance with § 12¹ (2) of the Statute.
7. Disqualification from membership of the Organization in the event referred to in §14(4) of the Statute.
8. Determination of rules for payment and amount of membership fees, including fee mentioned in § 11¹ of the Statute.
9. Adoption of resolutions to join and withdraw from foreign or national associations and organizations.
10. Adoption of resolutions on the dissolution of the Organization and on the allocation of its assets.

§ 20 The General Meeting may be held either (i) onsite or (ii) remotely by means of electronic communication or (iii) mixed, i.e. essentially onsite with remote participation by means of electronic communication. In the event of the General Meeting being held remotely or in mixed mode, voting by the Members participating remotely on the matters covered by the individual draft resolutions shall occur by means of electronic communication.

§ 21 The General Meeting shall be convened by the Management Board by means of registered letters or invitations sent to the electronic mail (e-mail) address indicated by the member of the Organization in their membership declaration at least 14 days before the date set for the meeting. In the notice, the Management Board shall specify, in particular, the place and time of the meeting and the proposed agenda and, in the instance of a meeting held remotely by means of electronic or mixed communication, a direct link to the platform on which the General Meeting by remote or mixed communication is to be held. Where amendments to the Statute are to be the subject of the General Meeting, the invitation shall specify the essential elements of the content of the proposed amendments.

§ 22 The resolutions of the General Meeting may be adopted without being convened, with the exception of resolutions on amendments to the Statute. The voting in this manner shall be ordered by the Management Board. Each Member of the Organization should be notified of the content of the proposed resolution and the deadline for casting votes, together with the attached ballot paper, in the form of a document (letter, email). Failure to cast a vote within the time limit means not voting. Adoption of resolutions without a meeting being convened is valid when at least 75% of the Members of the Organization vote. Minutes of the voting will be prepared by a recorder appointed by the Management Board. The minutes are sent after the vote to all Members of the Organization.

§ 23 The voting is open. The resolutions are adopted by a simple majority when at least 25 % of the Members of the Organization participate in the voting, unless the Statute provide otherwise.

§ 24 Each Member of the Organization is entitled to one vote. The extraordinary member is entitled to 5 votes.

§ 25 The General Meeting is chaired by one of its members appointed by the Management Board (Chairman of the General Meeting). The minutes of the General Meeting shall be prepared and signed by the Minutes Officer designated by the Chairman.

The Management Board

§ 26 The Management Board represents the Organization, manages its affairs and directs its activities.

§ 27 The Management Board consists of between 3 and 7 members, elected by the General Meeting by a simple majority, taking into account the appointment of a Management Board member by an extraordinary member in accordance with § 12¹ (2) of the Statute. In the case of appointment of a member of the Management Board by an extraordinary member, the limitation on the number of members of the Management Board of the PBO resulting from the Statute or a resolution of the General Meeting shall not apply. The General Meeting may entrust one of the Members of the Management Board with the function of the Chairman of the Management Board and may remove that function. If the General Meeting does not entrust the function of the Chairman of the Management Board, the Management Board may entrust this function to one of its members by unanimous resolution.

§ 28 The term of office of the Management Board is for three full financial years and is a joint term of office. The terms of office of the Members of the Management Board shall expire on the date of the Ordinary General Meeting approving the financial statements of the Organization for the third full financial year of their term of office.

§ 29 The Management Board's powers and duties include:

1. Ensure that the Organization operates in accordance with the law and the Organization's compliance standards.
2. Preparation of the Organization's draft action plan and budgets.
3. Providing opinions on motions and draft resolutions presented to the General Meeting.
4. Management of the assets of the Organization and the budget approved by the General Meeting.
5. Establishing and dissolving working teams and committees, defining their tasks and coordinating their activities.
6. Preparation of annual reports on the Organization's activities and financial statements and submission of these to the General Meeting.
7. Requesting the General Meeting to terminate membership of the Organization in the instances referred to in §14(4) of the present Statute.
8. Adopting rules and regulations for the work of the Management Board and other bylaws, policies, codes and acts of

the Organization.

9. Convention of the General Meetings as well as voting on resolutions passed without convening the General Meeting.
10. Implementation of the resolutions, decisions and recommendations of the General Meeting.
11. Management of the day-to-day affairs and service of the Organization, including the collection of membership fees.
12. Appointment of the General Director, as well as establishing their scope of the competences and the remuneration.

§ 30 Where the Management Board is composed of more than one person, the resolutions of the Management Board shall be adopted by a simple majority of the votes cast by a majority of the Management Board Members. The procedure for adopting resolutions is as provided for in §20 of the Statute. In the event of a tie, the Chairman of the Management Board has the casting vote.

§ 31 Two Members of the Management Board acting jointly are authorised to make declarations on behalf of the Organization, to represent it and to incur financial liabilities.

§ 32 The term of office of the Member of the Management Board shall expire as a result of the expiry of the term of office in accordance with §28 and in the event of:

1. Written resignation from the position of the Management Board Member.
2. Removal of the Management Board Member by the General Meeting, subject to regulations of § 12¹ (2) *in fine* of the Statute.
3. Death of this Management Board Member
4. Termination of membership of the Organization by the entity within which the person who is a Member of the Management Board is employed or acts.

§ 32¹ In the event that a PBO member has acquired extraordinary member status, a Steering Committee shall be established consisting of a management board member nominated by them or another person nominated by the extraordinary member, together with the General Director. The Steering Committee shall be dissolved in the event that no member of the PBO has acquired extraordinary member status. The powers of the Steering Committee shall include:

- a) Deciding on how the PBO should act and interact in government and EU relations
- b) Participation in meetings at the government and EU level, as a representation of the PBO, concerning the biomethane industry as well as on regulatory and economic policy for biomethane
- c) Submitting proposals and opinions to the PBO Management Board.

CHAPTER VI

Financial resources of the Organization

§ 33 The Organization obtains funding from the following sources:

1. Contributions received from the Members of the Organization
2. Subsidies, grants, donations, legacies and bequests.
3. Other income, including from business activities and income from the assets of the Organization as referred to in the provisions of the Act.

§ 34 The Organization's activities are financed on the basis of the budget and periodic plans presented by the Management Board and approved by the General Meeting.

§ 35 The day-to-day disposal of the Organization's funds rests with the Management Board. The Management Board is obliged to spend funds in a well-managed manner, in a transparent manner and in a manner that does not damage the interests of the Organization and its Members.

§ 36 The funds received by the Organization shall be used for the realisation of its statutory objectives and shall not be distributed among its Members during its operation.

CHAPTER VII

Final provisions

§ 37 The Management Board of the Organization shall be competent to resolve doubts about the interpretation of the provisions of these Statute and, in the event of a dispute, the General Meeting.

§ 38 The resolution on the amendment of the Statute and on the dissolution of the Organization shall be adopted by the General Meeting by a majority of 75% of votes, with at least 50% of the Organization's Members present. In the event that the General Meeting resolves to dissolve the Organization, the General Meeting shall at the same time resolve to allocate the Organization's assets and appoint a liquidator or entrust the Management Board to conduct the liquidation.

§ 39 Matters not regulated by these Statute shall be governed by the provisions of the Act and other relevant provisions of generally applicable law in Poland.

The Chairman



Michał Świątek