

The logo for ipd dl features the lowercase letters 'ipd' in a grey serif font, followed by 'dl' in a white serif font. The 'dl' is positioned to the left of a vertical rectangular bar with a red-to-white gradient.

STATUTE

**OF THE CHAMBER OF
MANUFACTURERS AND
DISTRIBUTORS OF LABORATORY
DIAGNOSTICS**

WARSAW

*Statute including changes passed by the General Meeting
on 16th September 2013*



CHAPTER I

GENERAL PROVISIONS

Section 1

The Founders hereby establish a union of employers under the name of Izba Producentów i Dystrybutorów Diagnostyki Laboratoryjnej (IPDDL) referred to as the “Chamber”, whose operations are subject to the Act of 23rd May 1991 on employer unions. The Chamber will also operate under the English name CHAMBER OF MANUFACTURERS & DISTRIBUTORS OF LABORATORY DIAGNOSTICS (CMDLD).

Section 2

1. The Chamber is domiciled in the Capital City of Warsaw.
2. The Chamber may conduct its operations within the territory of the Republic of Poland and beyond.
3. The Chamber may create branch offices and local detachments.
4. The Chamber may, independently or collaboration with legal or natural persons, establish foundations to support implementation of the statutory aims of the Chamber.

Section 3

1. The Chamber uses a flat stamp containing the phrase IZBA PRODUCENTÓW I DYSTRYBUTORÓW DIAGNOSTYKI LABORATORYJNEJ – ZWIĄZEK PRACODAWCÓW [*CHAMBER OF MANUFACTURERS & DISTRIBUTORS OF LABORATORY DIAGNOSTICS – A UNION OF EMPLOYERS*] accompanied by its address.
2. The Chamber may use its equivalent name in English and a proprietary logo that distinguishes it from other entities.

CHAPTER II

AIMS OF THE CHAMBER

Section 4

The Chamber aims to protect the rights, and represent the interests, of its members in dealings with trade unions of employees, authorities, state administration and local government and to support economic initiatives of its members and to contribute to the creation of conditions for development of economic life, in particular via:

- 1) participation in collective negotiations, in concluding collective bargaining agreements and other arrangements,
- 2) participation in the work of government institutions, Sejm committees, the Senate and other entities of consultative and advisory nature,

- 3) exchange of information concerning the legal and economic situation of employers within the territory of the Republic of Poland.
- 4) maintaining relations with the authorities, institutions, societies, professional corporations and economic circles in order to ensure efficient protection of the interests of members of the Chamber.
- 5) collecting and conveying information to individual members about new legal acts connected to the in-vitro diagnostics (IVD) market.
- 6) organisational and financial support for the development of the IVD industry in Poland.
- 7) participation in the work of European societies and organisations related to manufacturing and using IVD devices.
- 8) promoting rules of ethics and professionalism, as well as standards of transparency and integrity in professional work.
- 9) education in respect to various legal regulations, norms, standards related to the area of operation of its members and users of medical devices, devices for scientific research, new technologies and other forms of education according to current needs (PKWiU 80 and 91).

CHAPTER III

Section 5

1. Existence of the Chamber is not limited in time.
2. The Chamber holds no executive authority and its operations may not affect the independence of members nor intrude into their internal affairs.

CHAPTER IV

RIGHTS AND OBLIGATIONS OF MEMBERS OF THE CHAMBER

MANNER OF ACQUISITION AND LOSS OF MEMBERSHIP

Section 6

1. The Chamber comprises Regular, Associated and Supporting Members.
2. Members of the Chamber may be legal persons, natural persons and organisational entities not having a legal personality which conduct business activity within the territory of the Republic of Poland in the field of manufacture, distribution, assembly and packaging of equipment, materials, reagents or software for laboratory diagnostics, whose employees are engaged for an unspecified period, as well as other entities and organisations related to in vitro diagnostics, including; representatives of healthcare providers' societies, advisory organisations involved in the market of lab medicine or foundations with an aim to act for the benefit of the market of lab diagnostics.

3. Legal persons are represented in the Chamber by their representatives or plenipotentiaries.
4. Natural persons as members of the Chamber exercise their rights and obligations in person or via a plenipotentiary.
5. Admittance to membership occurs following the applicant filing a membership declaration and providing two recommendations issued by members of the Chamber.
6. The decision on admittance to membership shall be made by the Management Board at its following sitting.
7. Should it be found that the applicant does not meet membership criteria, the President of the Management Board of the Chamber shall notify the applicant in writing to this effect in, advising of the right to file an appeal to the Management Board of the Chamber within 14 days following receipt of the decision of the President of the Management Board. The decision of the Management Board of the Chamber is final.

Section 7

Rights of members of the Chamber.

1. Each Regular Members of the Chamber may:
 - 1.1. elect and be elected to sit on the governing bodies of the Chamber,
2. Each Regular, Associated and Supporting Member of the Chamber may:
 - 2.1. benefit from all forms of the Chamber's activity, on such terms as specified by the governing bodies of the Chamber,
 - 2.2. 2.2. use the proprietary logo of the Chamber on such terms as specified by governing bodies of the Chamber,
 - 2.3. 2.3. file motions pertaining to statutory activity of the Chamber,
 - 2.4. 2.4. participate in General Meetings.

Section 8

Duties of members of the Chamber.

Each member is obliged to:

- 1) in their operations, follow the rules of ethics and norms of integrity;
- 2) comply with the provisions of the Statute of the Chamber, as well as regulations and resolutions of its governing bodies;
- 3) actively participate in implementation of the statutory aims of the Chamber;

- 4) regularly pay membership fees;
- 5) in the case of Regular Members, prepare statistical reports compliant with the EDMS nomenclature.

Section 9

1. The amounts of the entry fee and membership fee, as well as the manner of their payment are set forth by the General Meeting. The Management Board may, in the period between General Meetings, set forth the amount of the entry fee and the membership fee, as well as the manner of their payment, on such terms as set forth in section 19, paragraph 1.21.
2. A newly admitted member of the Chamber must pay the entry fee and membership fee no later than 14 days following the date of admittance.
3. Should the Chamber experience a shortage of funds, the Management Board may restrict the performance of statutory tasks only to those most urgent and crucial to the Chamber and its members.

Section 10

1. Membership of the Chamber is terminated as a result of:
 - a. death of a member, cessation of business activity, closure of a member's liquidation or bankruptcy proceedings,
 - b. withdrawal from the Chamber – a member may withdraw from the Chamber at any time; yet the membership fees will remain payable until the end of the budget year; the declaration of withdrawal must be filed with the Chamber Office in writing;
 - c. removal from the Chamber due to the member's failure to observe the provisions of the Statute of the Chamber or conducting an activity putting the reputation of the Chamber in peril;
 - d. failure to pay membership fee arrears for a period of three months following the due date.
2. A motion for striking off or removal of a member must be submitted by the President of the Management Board to the Management Board accompanied by notification to the member in question.
3. Removal or strike-off is effected under a resolution of the Management Board of the Chamber following a prior hearing of the member or granting them an opportunity to submit a response.
4. The removed or stricken-off member is entitled to appeal to the General Meeting of the Chamber no later than 14 days after being served the relevant resolution of the Management Board.
5. The date of removal or strike-off of a member shall be deemed to be that of the resolution of the Management Board of the Chamber.

CHAPTER V

GOVERNING BODIES

Section 11

1. Governing bodies of the Chamber are:
 - 1) the General Meeting of Members;
 - 2) the Management Board of the Chamber;
 - 3) the Director General;
 - 4) the Audit Committee;
 - 5) the Peer Tribunal;
 - 6) the Board of Appeal.
2. Resolutions of collective governing bodies of the Chamber are passed by open vote, by a simple majority of votes, with at least half of the composition forming a quorum.
3. A secret ballot may be ordered by the chairman on request of at least one third of persons participating in the session.
4. Members of governing bodies of the Chamber, save for the Director General, are appointed and removed by the General Meeting out of an unlimited number of candidates, in a secret ballot by a simple majority of the votes cast, save for the election of the first governing bodies which will be conducted by open vote, by a simple majority of votes. Resolutions are passed under Section 3, paragraph 3 of the Statute. The Director General is selected and appointed by the Management Board.
5. Detailed terms of elections to the Management Board of the Chamber, the Audit Committee and the Peer Tribunal shall be determined in the electoral code set forth by the General Meeting of Members.
6. The term of office of the Management Board of the Chamber, the President of the Chamber, the Audit Committee, the Peer Tribunal and the Board of appeal is three years and terms of office are ended upon appointment of new members of the governing bodies by the General Meeting.

CHAPTER VI

GENERAL MEETING OF MEMBERS

Section 12

1. The General Meeting of Members is the highest authority of the Chamber deciding on all matters within its scope of operations and resulting from implementation of its statutory aims.
2. The General Meeting of Shareholders may be held as Ordinary or Extraordinary.

Section 13

1. The Ordinary General Meeting of Members is called by the Management Board annually.
2. The time, venue and agenda for the deliberations shall be notified by the Management Board to all members no later than three weeks prior to the planned date of the session by means of written notification by registered mail or electronic mail, providing the Primary and Secondary Time for the Meeting which shall commence 15 minutes after Primary Time.
3. Resolutions of the General Meeting are passed by a simple majority of votes with at least half of the members of the Chamber present at Primary Time. At Secondary Time, no quorum is required.

Section 14

1. A demand for an Extraordinary General Meeting of Members can be the initiative of the Management Board of the Chamber, the President of the Management Board of the Chamber, the Director General, the Audit Committee or by a request filed to the Director General by one fifth of members of the Chamber. Such request should specify matters important to the Chamber's operations which are to be deliberated upon.
2. The Extraordinary General Meeting of Members should be held no later than two weeks following the date of submitting the demand for such meeting.
3. The Extraordinary General Meeting of Members passes resolutions on such terms as compliant with Section 13, paragraph 3.

Section 15

1. Scope of competence of the General Meeting of Members:
 - 1) approving the agenda for the meeting;
 - 2) setting forth a framework programme for the operations of the Chamber;
 - 3) election and removal of members of the Management Board of the Chamber, the Audit Committee and the Peer Tribunal;
 - 4) examination of reports of the operations of the Management Board of the Chamber and passing resolutions on matters presented by the Management Board of the Chamber;
 - 5) passing resolutions on granting the Management Board of the Chamber a vote of approval for discharge of duties on request of the Audit Committee;
 - 6) setting forth the Statute, the electoral code, the General Meeting Regulations and the Management Board Regulations, as well as introducing amendments,
 - 7) passing resolutions on dissolution of the Chamber,
 - 8) passing resolutions on the amount of the entry fee and the membership fee,

- 9) handling other business resulting from resolutions of the General Meeting of Members and that set forth in the Statute,
 - 10) approving the annual budget of the Chamber as presented by the Management Board of the Chamber.
2. Scope of competence of the Extraordinary General Meeting
- 1) setting forth detailed programmes for operations of the Chamber,
 - 2) all other matters important for the operations of the Chamber, save for Section 15, paragraphs 3, 5, 7.

CHAPTER VII

MANAGEMENT BOARD OF THE CHAMBER

Section 16

1. The Management Board of the Chamber is the highest authority of the Chamber between General Meetings.
2. The Management Board of the Chamber is an executive authority charged with representation and conducting the affairs of the Chamber.

Section 17

1. The Management Board comprises three to seven persons representing entities which are members of the Chamber, elected by the General Meeting of Members;
2. Members of the Management Board elect, from among themselves, the President of the Management Board.
3. In dealing with third parties, the Chamber is represented by members of the Management Board acting alone or by the Director General.
4. Members of the Management Board incur financial liabilities on behalf of the Chamber. The Director General may incur financial liabilities within the scope of his authorisation granted by the Management Board.
5. The term of office of a Management Board member ends in the event of:
 - 1) death of a member of the Management Board;
 - 2) the membership of the Chamber becoming terminated;
 - 3) the right to represent a member of the Chamber becoming terminated;
 - 4) forfeiture of membership of the Board, after 3 months following submission of a notice of resignation;

- 5) Triple unjustified non-attendance at the sessions of the Management Board; whether non-attendance is justified or not shall be decided by the Management Board.
6. In the case of a member of the Management Board being removed or resigning during the course of their term of office, the Management Board may complement its composition by appointing persons who had received the next greatest amount of votes at the election to the Management Board.
7. The number of people appointed in the manner set forth in Section 17, paragraph 6 shall not exceed two fifths of the composition of the Management Board.

Section 18

1. Sessions of the Management Board are called by the President, who also sets forth the agenda, or on request of one third of the Management Board. Should the President fail to call another session of the Management Board within 45 days of the previous one, the session may be called by the Director General on request of at least two members of the Management Board.
2. Sessions of the Board may be attended by other persons invited by the Management Board. The Director General attends such sessions *ex officio* with a consultative vote.
3. Resolutions of the Management Board are passed by a simple majority of votes in the presence of at least half of the members, in an open vote. In the event of a tie, the President shall have the casting vote.
4. The rules and manner of operation of the Management Board shall be regulated in the Regulations set forth by the General Meeting.

Section 19

1. The scope of competence of the Management Board comprises:
 - 1) implementation of resolutions of the General Meeting of Members;
 - 2) appointment and removal of the Director General, Deputy Director General and the Chief Accountant and determining their remuneration;
 - 3) examining appeals against decisions of the President of the Management Board of the Chamber on refusal of admittance to the Chamber;
 - 4) on request of the President of the Management Board, passing resolutions on striking off the list or removal of a Member from the Chamber;
 - 5) setting forth the yearly economic and financial operation plans for the Chamber;
 - 6) hearing complaints and requests concerning the operations of the Chamber;

- 7) passing resolutions on the establishment, suspension of operations and dissolution of local detachments of the Chamber;
 - 8) passing resolutions on acquisition or sale of real estate constituting property of the Chamber;
 - 9) calling General Meetings and setting forth their agenda;
 - 10) setting forth the rules for provision of services to the members of the Chamber,
 - 11) setting forth the rules for use of the proprietary logo of the Chamber by members;
 - 12) setting forth the financial authorisations of the Director General,
 - 13) making decisions on creating funds within the Chamber and setting forth their regulations;
 - 14) preparing drafts for the budget of the Chamber, as per requests of the Director General,
 - 15) putting such drafts, as referred to above, forward at the General Meeting of Members, as well as making changes in the budget in the course of the year as required due to the needs of the Chamber;
 - 16) exercising supervision and control over the operations of the Chamber Office, including, in particular, examination of reports and balance sheets, as well as evaluating the Chamber Office on discharging its duties;
 - 17) approval of reports and balance sheets provided by the Chamber Office following issuance of opinions by the Audit Committee;
 - 18) approval of regulations for the operations of the Audit Committee, the Peer Tribunal and the Chamber Office as drafted by the Director General and subjected to review by interested governing bodies of the Chamber;
 - 19) on request of the Peer Tribunal or the Audit Committee, passing resolutions on removal of a member of the Management Board from the work of the Management Board;
 - 20) subjecting for examination by the Peer Tribunal or the Audit Committee any requests concerning members and governing bodies of the Chamber that qualify, in view of the Management Board, for such examination.
 - 21) setting forth the amount of the entry fee and the membership fee for a period of no more than 12 months.
2. For the purpose of conducting its tasks, the Management Board of the Chamber may demand, from the Director and employees of the Chamber Office, any and all reports, explanations, as well as to examine documents and evaluate the status of the property of the Chamber.

CHAPTER VIII
AUDIT COMMITTEE

Section 20

1. The Audit Committee comprises three members.
2. At its first session, the Audit Committee elects, from among its members, the Chairman, Vice-Chairman and Secretary.
3. Members of the Audit Committee discharge their duties in person.
4. The term of office ends in the event of:
 - a) death of a member of the Audit Committee;
 - b) membership of the Chamber becoming terminated;
 - c) the right to represent a member of the Chamber becoming terminated;
 - d) forfeiture of membership of the Audit Committee;
 - e) triple unjustified non-attendance at the sessions of the Audit Committee; whether non-attendance is justified or not shall be decided by the Audit Committee.
5. The scope of competence of the Audit Committee comprises:
 - a) controlling the entirety of operations of the Chamber;
 - b) submitting reports to the General Meeting of Members and putting forward motions for a vote of approval of discharge of duties upon departure of the Management Board and the President of the Management Board of the Chamber;
 - c) issuing opinions and balance sheets of the Chamber, submitted before the Director General.
6. The Audit Committee may obtain and use expert opinions. Costs of obtaining such opinions are covered by the Chamber.
7. Members of the Audit Committee may not occupy other positions in governing bodies of the Chamber.
8. Members of the Audit Committee may participate in sessions of the Management Board with a consultative vote.
9. The terms and procedure of operation of the Audit Committee are specified in the regulations approved by the Management Board of the Chamber.
10. Decisions of the Audit Committee are passed in an open vote and require a quorum of two to be valid.

CHAPTER IX
PEER TRIBUNAL

Section 21

1. The Peer Tribunal comprises three members.
2. At its first session, the Peer Tribunal elects, from among its members, the Chairman, the Vice-Chairman and the Secretary.
3. Members of the Peer Tribunal exercise their authority and discharge their duties in person.
4. The term of office ends in the event of:
 - a) death of a member of the Peer Tribunal;
 - b) the membership of the Chamber becoming terminated;
 - c) the right to represent a member of the Chamber becoming terminated;
 - d) forfeiture of membership of the Peer Tribunal;
 - e) triple unjustified non-attendance at the sessions of the Peer Tribunal; whether non-attendance is justified or not shall be decided by the Peer Tribunal.
5. The scope of competence of the Peer Tribunal comprises:
 - a) hearing charges against members of the Chamber concerning breach of the Statute or professional and commercial ethics; submitting requests to the Management Board for removal from membership;
 - b) submitting requests to the Management Board or the Audit Committee for suspension or removal of a member of these bodies;
 - c) resolving disputes between members of the Chamber and shareholders of companies should they choose to submit to its jurisdiction;
 - d) conducting mediation proceedings on request of interested parties.
6. The Peer Tribunal hears cases on request of the Management Board, the Audit Committee or members of the Chamber.
7. Rulings of the Peer Tribunal are passed in an open vote and require a quorum of two to be valid.
8. The terms and procedure of operation of the Audit Committee are specified in the regulations approved by the Management Board of the Chamber.

CHAPTER X **BOARD OF APPEAL**

Chapter 22

1. The Board of Appeal comprises three members.
2. At its first session, the Board of Appeal elects, from among its members, the Chairman, the Vice-Chairman and the Secretary.
3. Members of the Board of Appeal exercise their authority and discharge their duties in person.
4. The term of office ends in the event of:
 - 4.1. death of a member of the Board of Appeal;
 - 4.2. the membership of the Chamber becoming terminated;
 - 4.3. the right to represent a member of the Chamber becoming terminated;
 - 4.4. forfeiture of membership of the Board of Appeal;
 - 4.5. triple unjustified non-attendance at sessions; whether non-attendance is justified or not shall be decided by the Board of Appeal.
5. The scope of competence of the Board of Appeal comprises:
 - 5.1. Ruling in disputes concerning breach of rights and obligations derived from the Statute of the Chamber and breaches of rules derived from the Code of Ethics between:
 - 5.1.1. Members of the Chamber;
 - 5.1.2. Members of governing bodies of the Chamber;
 - 5.1.3. other matters concerning members of the Chamber.
 - 5.2. Hearing appeals, on general terms, against judgments of the Peer Tribunal of the Chamber in connection with breaches of rights and obligations derived from the Statute of the Chamber and breaches of rules derived from the Code of Ethics.
6. Appeals are brought to the Board of Appeal via the Director General who has made the ruling of the first instance known.
7. Valid rulings of the Board of Appeal require a simple majority of votes.
8. The terms and procedure of operation of the Board of Appeal are specified in the regulations approved by the Management Board of the Chamber.

CHAPTER XI

CHAMBER OFFICE

Section 23

1. The Chamber Office fulfils tasks of the Chamber by implementing resolutions of the General Meeting and the Management Board of the Chamber.
2. The Chamber Office is headed by the Director General, elected and appointed by the Management Board.
3. The Director General reports to the Management Board.
4. The Director General, his Deputy, the Chief Accountant and other employees constitute permanent staff of the Chamber.
5. The employment contracts or other agreements with the Director General, his deputies and the Chief Accountant, are executed, on behalf of the Chamber, by the President of the Management Board or a person authorised by him in the specified area.

Section 24

1. The scope of competence of the Director General comprises:
 - 1) management over the property and funds of the Chamber within such scope as entrusted to him by the Management Board of the Chamber;
 - 2) management of current operations of the Chamber based on operational programmes and resolutions of governing bodies of the Chamber;
 - 3) supporting members of the Chamber in carrying out their economic tasks;
 - 4) preparation of economic and financial plans, as well as reports on the operations of the Chamber and submitting them before the Management Board of the Chamber,
 - 5) supervision over the activity of local operational and governing bodies;
 - 6) making decisions and taking action in other matters which are not reserved for the exclusive competence of the General Meeting of Members, the Management Board, the Audit Committee or the Peer Tribunal;
 - 7) representing the employer in matters concerning employment law;
 - 8) representing the Chamber in dealing with third parties;
 - 9) drafting and updating drafts of the electoral code for the governing bodies of the Chamber, as well as regulations of the Management Board, the Peer Tribunal, the Audit Committee and the Chamber Office;
 - 10) supervision of due observance of provisions of all regulations in force in the Chamber;

- 11) calling sessions of the Management Board in the manner specified in Section 18, paragraph 2;
 - 12) notifying members of the Chamber on behalf of those calling General Meetings and organising such meetings.
2. The organisational regulations of the Chamber Office are subject to approval by the Management Board.

CHAPTER XII

PROPERTY OF THE CHAMBER

Section 25

1. The property of the Chamber is comprised of real estate, movable property, funds, proprietary rights and revenues.
2. Revenues of the Chamber are:
 - a) entry fees;
 - b) income from membership fees;
 - c) income from donations, inheritances and legacy gifts;
 - d) other revenues.
3. The Chamber may establish funds:
 - e) the Statute Fund;
 - f) other funds established on the basis of resolutions by governing bodies.
4. The Chamber finances its costs of operation out of revenues specified in Section 24, paragraph 2.
5. Membership fees constitute civil law obligations of the members towards the Chamber.
6. The cost of operation of its statutory bodies is borne by the Chamber.
7. Potential surplus funds are used for implementation of statutory aims of the Chamber.

CHAMBER XIII

FINAL PROVISIONS

Section 26

Resolutions on amending the Statute, liquidation of the Chamber or disposing of property of the Chamber in the event of its liquidation are passed by the General Meeting of Members by a majority of two thirds, with at least 50% of the members of the Chamber forming a quorum; and, on the Second Date, irrespective of the attendance.