

**STATUTES**  
**of the Polish Quality Board Association**  
**based in Bydgoszcz**  
*consolidated text of October 11, 2025*

**CHAPTER I**  
**General provisions**

**§1 [name]**

1. The association is called the "Polish Quality Board Association" (hereinafter referred to as "Association").
2. The Association operates on the basis of the Law on Associations and the provisions these Statutes.
3. The Association has legal personality and is established for an indefinite period.
4. The name of the Association and the graphic symbols of the Association, constituting Appendix 1 to these Statutes, are registered designs and are subject to legal protection.
5. The Association may use the abbreviation "PQB".

**§2 [headquarters and area of operation]**

1. The Association's registered office is located in Bydgoszcz.
2. The Association operates within the territory of the Republic of Poland.
3. In order to achieve its statutory objectives, the Association may conduct activities outside the country in other countries, in compliance with local laws.
4. The Association may belong to other Polish and international organizations with similar objectives, provided that participation in these organizations does not violate the obligations arising from international agreements to which the Republic of Poland is a party.

**§3 [organization of activities]**

1. The Association bases its activities on the voluntary work of its members.
2. To conduct its affairs, the Association may employ staff, including its members, and establish offices.
3. The Association may commission work on the basis of civil law contracts.
4. The Association may use badges, seals, and distinctive marks, including trademarks.

**CHAPTER II**  
**Objectives and methods of operation**

**§4 [objectives]**

The objective of the Association is to conduct educational and scientific activities in the field of software quality engineering, in particular:

- a) supporting the process of professional certification,
- b) creating, disseminating, and popularizing knowledge, industry standards, and good practices,
- c) initiating, developing, and supporting projects related to software quality,
- d) building and supporting a community of software quality engineers,
- e) supporting Association members in developing their knowledge and skills.

## **§5 [methods of achieving objectives]**

The Association achieves its objectives by:

- a) participating in organizations that develop international industry standards, best practices, and certification programs for software quality,
- b) initiating, participating in, and organizing conferences, seminars, congresses, training sessions, and courses on software quality assurance,
- c) conducting information, publishing, and promotional activities in the form of publications, including scientific studies, newsletters, and educational materials,
- d) conducting expert and advisory activities in the field of software quality,
- e) financial support for initiatives and projects consistent with the Association's statutory objectives,
- f) undertaking activities to promote professions related to software quality software,
- g) building public awareness of the importance of software quality,
- h) representing the Polish quality engineering community on the international stage,
- i) organizing and supporting scientific research, development projects, and initiatives in the field of software quality engineering,
- j) integrating the community of software quality specialists by creating platforms for the exchange of experience, knowledge, and best practices.

## **CHAPTER III**

### **Members, their rights and obligations**

#### **§6 [members]**

1. Only natural persons may be members of the Association.
2. Members of the Association are divided into:
  - a) basic members,
  - b) full members,
  - c) honorary members.
3. No more than 20% of the total number of members of the Association may be employed by the same business entity. This restriction applies to persons employed under an employment contract, conducting business activity and providing services to the same entity, and persons performing functions in the management or supervisory bodies of the same entity or capital group.
4. If the percentage of members referred to in paragraph 3 exceeds the permissible limit, the Association's Management Board shall immediately take steps to restore compliance with the Statutes, in particular by suspending the admission of new members from the entity concerned or terminating membership in accordance with the provisions of these Statutes.

#### **§7 [conditions of membership]**

1. Only an adult natural person with full legal capacity and not deprived of public rights may be a basic member and a full member.
2. Only a natural person of legal age, with full legal capacity and not deprived of public rights, who has made a special contribution to the development of the Association or has outstanding achievements in the field of software quality assurance, may be an honorary member.

#### **§8 [acquisition of membership]**

1. Basic members are accepted or rejected by way of a resolution of the Association's Management Board, based on a membership declaration submitted by the candidate in accordance with the

template established by the Management Board. Each accepted member signs a confidentiality agreement.

2. The candidate has the right to appeal against the Management Board's decision to the General Assembly, submitted to the Management Board within 14 days of the date of delivery of the resolution. The decision of the General Assembly is final.
3. Basic membership begins as a 12-month trial membership. During the last 30 days of the trial membership, the Management Board issues a resolution with an opinion on the member, taking into account their activity and assessing the quality of their work for the Association during the trial membership. In the case of a positive opinion, basic membership becomes full membership. In the case of a negative opinion the membership expires. Failure by the Management Board to adopt a resolution within the time limit described above shall result in the automatic conversion of the trial membership into full basic membership.
4. Only a basic member who has been a full basic member of the Association for at least one year may become a full member, subject to section 7.
5. The General Assembly decides on the granting of full membership status by way of a resolution, at the request of the candidate submitted to the Management Board.
6. The General Assembly decides on the granting of honorary membership by way of a resolution, at the request of the Management Board.
7. The members of the founding meeting of the Association are full members of the Association.

#### **§9 [rights and obligations of members]**

1. Full members have the right to:
  - a) passive and active voting rights in elections to the Association's governing bodies,
  - b) use of the Association's achievements and all forms of activity,
  - c) participate in activities conducted by the Association,
  - d) submitting motions to the Management Board concerning the activities of the Association.
2. Basic members and honorary members are entitled to all the rights specified in paragraph 1, with the exception of passive and active voting rights.
3. Honorary members may participate in meetings of the authorities in an advisory capacity.
4. Basic members and full members are obliged to:
  - a) actively participating in the activities of the Association,
  - b) participating in the General Assembly,
  - c) compliance with the statutes, regulations, and resolutions of the Association's authorities,
  - d) compliance with the provisions of the confidentiality agreement,
  - e) regular payment of membership fees to the Association.
5. Honorary members have the obligations specified in section 4c.

#### **§10 [loss of membership]**

1. Membership in the Association shall cease as a result of:
  - a) written resignation from membership in the Association submitted to the Management Board,
  - b) expulsion by the Association's Management Board by way of a resolution,
  - c) death of a member,
  - d) dissolution of the Association without a legal successor.
2. Expulsion of a member by the Association's Management Board may occur due to:
  - a) unjustified arrears in the payment of membership fees or other obligations for a period exceeding 12 months, after a prior written request for payment and the ineffective expiry of an additional 30-day period,

- b) gross violation of the provisions of the statutes, confidentiality agreement, regulations, or resolutions of the Association's authorities,
- c) deprivation of public rights by a final court judgment.

3. An appeal may be lodged against a resolution of the Management Board on the deprivation of membership in the Association appeal to the General Assembly, submitted to the Management Board within 14 days of the date of delivery of the resolution. The appeal shall be considered at the next General Assembly. The decision of the General Assembly shall be final.

## **CHAPTER IV** **Authorities of the Association**

### **§11 [authorities]**

The authorities of the Association are:

- a) the General Assembly,
- b) the Management Board,
- c) the Audit Committee.

### **§12 [election, replacement of members and term of office]**

1. The Management Board and the Audit Committee are elected by the General Assembly.
2. The term of office of the Management Board and the Audit Committee is 5 years.
3. If, during the term of office, the composition of the Management Board or the Audit Committee falls below the required number of persons, the General Assembly shall immediately fill the vacancy. The term of office of a member elected in a by-election of a given body shall expire at the end of the term of office of that body in progress at the time of his election.

### **§13 [transparency and ethics of the authorities]**

1. Resolutions adopted by the governing bodies of the Association and the minutes of their meetings shall be published by those bodies in a manner that allows members of the Association to access them, in compliance with the provisions on the protection of personal data.
2. The annual financial report and the report on the activities of the Management Board shall be made available to all members of the Association within 30 days of their approval.
3. Members of the Association's authorities shall be required to avoid conflicts of interest and refrain from voting on matters that directly concern them.

## **General Assembly**

### **§14 [composition and voting rights at the General Assembly]**

1. The General Assembly is the highest authority of the Association.
2. The General Assembly consists of all members of the Association.
3. Only full members have the right to vote at the General Assembly.

### **§15 [powers of the General Assembly]**

The powers of the General Assembly include, in particular:

- a) determining the strategy and main directions of the Association's activities and development,
- b) adopting amendments to the statutes,
- c) adopting internal legal acts of the Association,
- d) adopting resolutions on granting full and honorary membership status,
- e) electing and dismissing members of the Association's authorities,

- f) supplementing the composition of the Association's authorities,
- g) reviewing and approving reports on the activities of the Management Board and the Audit Committee,
- h) granting discharge to individual members of the Management Board and the Audit Committee,
- i) considering appeals against resolutions of the Management Board,
- j) adopting a resolution on the dissolution of the Association and the allocation of its assets.

**§16 [conditions for the validity of resolutions of the General Assembly]**

1. Resolutions of the General Assembly shall be adopted by secret ballot, by a simple majority of votes, in the presence of at least half of the members entitled to vote on the the first date and regardless of the number of members present on the second date, except in cases where the provisions of the Statutes provide otherwise.
2. A resolution on granting full membership status shall be adopted by a qualified majority of 2/3 of the votes in the presence of at least half of those eligible to vote.
3. A resolution on the election and a resolution on the dismissal of a member of the Management Board or the Audit Committee shall be adopted by an absolute majority of votes.
4. A resolution on granting honorary membership shall be adopted by an absolute majority of votes.
5. A resolution on appealing against a negative decision of the Management Board regarding admission to the Association shall be adopted by an absolute majority of votes.

**§17 [procedure for convening a General Assembly]**

1. The General Assembly may be ordinary or extraordinary.
2. The General Assembly is held in person or using electronic means of communication.
3. The Ordinary General Assembly is convened by the Management Board once a year as a reporting meeting, and every five years as a reporting and election meeting, notifying members of its date, a possible second date in the event of a lack of quorum, place, and proposed agenda at least 14 days before the date of the General Assembly.
4. If the required quorum (i.e., at least half of those eligible to vote) is not present at the Ordinary General Assembly, the meeting shall be held on the second date. This date may not be later than one month after the original date of the meeting.
5. An Extraordinary General Assembly shall be convened in particularly justified cases by:
  - a) the Management Board,
  - b) the Audit Committee,
  - c) at least 1/3 of the total number of full members of the Association.
6. The person convening the Extraordinary General Assembly shall notify the members of the date, possible second date, place, and agenda at least 14 days before the date of the meeting. The provisions of section 4 shall apply accordingly.

**§18 [Proceedings of the General Assembly]**

1. The General Assembly shall be opened by the President of the Management Board, and in the event of his/her absence, by the oldest member of the Management Board present at the General Assembly, and in the absence of members of the Management Board, the oldest member of the Association present at the meeting.
2. A General Assembly conducted using electronic means of communication shall be organized in a manner ensuring:
  - a) real-time two-way communication between all participants, enabling them to speak during the meeting,
  - b) the identification of persons participating in the meeting,

- c) the possibility of voting in an open or secret ballot in a manner that guarantees the correct determination of the voting result,
- d) access for participants to the attendance list in terms of their first name, last name, and membership status,
- e) the possibility for all participants to see the identity of those who speak or request to speak.

3. After the opening of the General Assembly, the presidium is elected by open ballot. The presidium consists of the chairperson and the secretary. In the case of stationary meetings, the General Assembly also elects a ballot counting committee consisting of at least two persons.
4. The chairperson shall preside over the proceedings.
5. The Ordinary General Assembly shall adopt the agenda and deliberate in accordance with it.
6. The Extraordinary General Assembly may only deliberate on matters for which it was convened, according to the agenda set by the convener.
7. Participants of the General Assembly shall have the right to submit formal motions. Formal motions shall be considered first, and the chairperson shall be obliged to put them to a vote immediately or reject them if they are contrary to the law or the statutes. If a formal motion is rejected, the chairperson shall justify the decision to reject it.
8. A full member may grant another full member a power of attorney to participate and exercise voting rights at the General Assembly. A proxy may represent no more than one member at the General Assembly. A member of the Management Board or the Audit Committee cannot be a proxy. The power of attorney shall be granted in writing under pain of nullity and delivered to the Management Board no later than on the day preceding the General Assembly.
9. Persons who are not members of the Association may participate in the General Assembly only after obtaining the consent of the General Assembly.
10. The proceedings of the General Assembly shall be recorded in minutes. The minutes shall be drawn up by the secretary. The minutes shall be signed by the chairperson and the secretary. The minutes shall be accompanied by an attendance list and the text of the resolutions adopted.

### **Management Board**

#### **§19 [composition and procedure of the Management Board]**

1. The Management Board shall manage the activities of the Association in accordance with the resolutions of the General Assembly and shall be accountable to the General Assembly.
2. The Management Board shall consist of 4 to 7 persons and shall elect a president from among its members. The Management Board may also elect a vice-president or vice-presidents from among its members.
3. The Management Board deliberates at meetings.
4. Meetings of the Management Board are held as necessary, but at least once every quarter.
5. Resolutions of the Management Board are adopted at Management Board meetings. Resolutions may be adopted outside Management Board meetings by way of circulation. Resolutions by circulation, including those using electronic means of communication, shall be adopted in a manner that allows for the identification of voting members of the Management Board and the determination of the voting result. A resolution adopted in this manner shall have the same force as a resolution adopted at a meeting.
6. In order to obtain opinions, information, or explanations necessary to consider a matter, the Management Board may invite persons who are not members of the Management Board to attend a meeting. Invited persons shall participate in the meeting only to the extent specified by the Management Board, without the right to vote on resolutions.
7. Minutes shall be taken of Management Board meetings. The minutes shall be accompanied by an attendance list and the content of the resolutions adopted.

## **§20 [competences of the Management Board]**

The powers of the Management Board shall include:

- a) implementing resolutions of the General Assembly,
- b) managing the day-to-day operations of the Association,
- c) managing the Association's assets,
- d) planning and implementing the Association's budget,
- e) representing the Association externally and acting on its behalf,
- f) setting membership fees,
- g) admitting basic members to the Association,
- h) expelling members from the Association,
- i) submitting motions to the General Assembly to grant honorary membership status,
- j) convening the General Assembly,
- k) submitting reports on the activities of the Management Board to the General Assembly,
- l) making decisions on the commencement and termination of business activities.

## **§21 [conditions for the validity of Management Board resolutions]**

1. Resolutions of the Management Board shall be adopted by open vote, by a simple majority of votes, in the presence of at least half of the members of the Management Board, subject to section 2.
2. A resolution on the admission of a member to the Association shall be adopted by unanimous vote.
3. A resolution on the expulsion of a member from the Association shall be adopted by a qualified majority of 2/3 of the votes in the presence of at least half of the members of the Management Board.

## **Audit Committee**

### **§22 [composition and procedure of the Audit Committee]**

1. The Audit Committee shall exercise control over the activities of the Association.
2. The Audit Committee consists of 2 to 5 persons, including the chairperson and deputy chairperson elected at the first meeting of the committee.
3. A member of the Management Board may not be a member of the Audit Committee.
4. The provisions of §19 sections 3-7 shall apply accordingly to the Audit Committee.

### **§23 [powers of the Audit Committee]**

The powers of the Audit Committee include:

- a) auditing the activities of the Management Board,
- b) submitting audit reports to the General Assembly,
- c) submitting motions to the Management Board resulting from the audits carried out,
- d) requesting the convening of a meeting of the Management Board,
- e) convening an extraordinary General Assembly,
- f) convening an Ordinary General Assembly if it is not convened by the Management Board within the time limit specified in the statutes of Association,
- g) submitting reports on its activities to the General Assembly.

#### **§24 [conditions for the validity of resolutions of the Audit Committee]**

Resolutions of the Audit Committee shall be adopted by open ballot, by a simple majority of votes, in the presence of at least half of the members of the Audit Committee.

### **CHAPTER V**

### **Financial management**

#### **§25 [assets]**

1. The assets of the Association shall consist of real estate, movable property, funds, and intangible assets.
2. Decisions regarding the acquisition, disposal, and encumbrance of the Association's assets are made by the Management Board and must be made in writing under pain of nullity. In the case of assets with a value exceeding PLN 50,000, the decision requires the prior consent of the General Assembly.

#### **§26 [economic activity]**

1. The Association may conduct economic activity on the general terms specified in separate regulations.
2. The Association's economic activity may only be conducted within the scope consistent with its statutory objectives and related to the following activities:
  - a) certification and accreditation,
  - b) training and education, including the organization of events,
  - c) publishing and information,
  - d) consulting and services.
3. The decision to commence and terminate the Association's economic activity shall be made by the Management Board by way of a resolution. In the resolution, the Management Board shall specify, in particular, the scope of economic activity to be conducted, referring to the relevant numbers of the Polish Classification of Activities (PKD).

#### **§27 [obtaining financial resources]**

1. The sources of the Association's assets are:
  - a) membership fees,
  - b) income from statutory activities,
  - c) income from the Association's assets,
  - d) income from economic activity,
  - e) donations, inheritances, and bequests.
  - f) funds from public donations,
  - g) subsidies, grants, and subventions.
2. All income of the Association is allocated to the implementation of its statutory objectives and cannot be distributed among its members.

#### **§28 [membership fees]**

1. The Management Board keeps records of membership fees, supervises their timely payment, and takes measures to enforce them.
2. The Management Board determines the amount of the membership fee for a given year and informs the members of the Association thereof by December 15 of the preceding year at the latest.
3. Membership fees should be paid by the end of the first quarter of each year, subject to section 4.

4. New members shall pay their first contribution within 4 weeks of receiving notification of their admission to the Association, for the calendar year in which they were admitted.

**§29 [remuneration in connection with the function performed]**

1. Members of the Management Board and the Audit Committee may be reimbursed for reasonable expenses incurred in connection with the performance of their duties.
2. Members of the Management Board may receive remuneration for activities performed in connection with their function.
3. Resolutions regulating the issues referred to in sections 1 and 2 shall be adopted by the General Assembly.

**§30 [representation of the Association]**

1. In order to make declarations of will on behalf of the Association, including incurring liabilities on behalf of the Association, representation by two members of the Management Board shall be required, subject to section 2.
2. Each member of the Management Board shall be entitled to make declarations of will and represent the Association independently if the value of the obligation incurred does not exceed PLN 10,000.00 at a time, with the obligation to immediately inform the other members of the Management Board about the action taken.

**CHAPTER VI**  
**Amendment of the Statutes and dissolution of the Association**

**§31 [amendment of the Statutes]**

A resolution on amendments to the Statutes shall be adopted by a qualified majority of 2/3 of the votes in the presence of at least half of the members entitled to vote.

**§32 [dissolution of the Association]**

1. A resolution on the dissolution of the Association shall be adopted by a qualified majority of 2/3 of the votes in the presence of at least half of the members entitled to vote.
2. The resolution on the dissolution of the Association specifies the manner of its liquidation and the allocation of the Association's assets. Unless the General Assembly decides otherwise, the liquidators shall be the members of the last Management Board.

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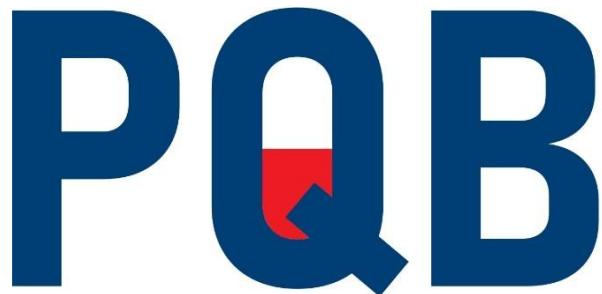


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**Appendix 1. Graphic symbol of the Association**

Version of the graphic symbol (logo) without the name



Version of the graphic symbol (logo) with the name



Version of the graphic symbol in the form of a seal

