

**THE NETHERLANDS POLISH CHAMBER OF COMMERCE (NPCC)
CODE OF CONDUCT, RULES, ORGANISATIONAL & NOMINATIONS
PROCEDURES
MAY 2014**

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I. Use of NPCC Logo

General Guidelines

Any use of the NPCC logo by NPCC members and third parties should be related to the general goals and objectives of the NPCC and should in no manner harm the reputation and good name of NPCC. Any questions or concerns about the use of the NPCC logo should be directed to the Board via the Director of the NPCC.

The following is a non-exhaustive list of guidelines on permitted usage of the NPCC logo:

- Use by members. Members may make use of the logo in reference to mention of fact of their membership in NPCC. Any such use, however, may not be worded so as to suggest an endorsement by NPCC. In connection with this, the NPCC logo should not be used on business cards, stationary or letterhead, or products or packaging of companies or individuals. As a reference to membership, it may be used on a member's web site.
- Use for sponsored events. Entities that are organizing an event that NPCC is sponsoring/co-sponsoring may use the NPCC logo to reference NPCC's co-sponsorship of the specific event. They may not, without the express, prior written permission of NPCC, make any use of the NPCC logo that would assert or imply an association or other continuing relationship with NPCC or endorsement of activities other than the sponsored event.
- Use in other ways. The Board may decide on a case-by-case basis to support another (charity) organization on continuous basis. In such case the way in which the logo may be used will be agreed in writing with said organization.

Logo Specification

The current logo is the version used on the website of the NPCC. NPCC may choose to augment its logo for special occasions like anniversary years. Any person wishing to use the NPCC logo is responsible for ensuring that he/she is using the current form of the logo. The logo must be used in full and not be in any way distorted (for example, scaling of the logo must be performed equally over the entire logo).

NPCC business cards

NPCC issues business cards to members of staff and Board members that represent the organization to third parties. Policy is that the executive Board members (as defined below under II) may receive business cards if so required. Other Members of the Board can make use of nameless business cards of the NPCC. Business cards should be used in the context of representing the general aims of the NPCC, but in no case for (commercial or business) aims other than the NPCC's aims or for any other form of misrepresentation.

II. Organization

The NPCC is governed by a Board, which proposes new candidates for the Board to the General Assembly that will approve these.

The Board consists of executive and non-executive members.

Executive members are registered as Board members with the Polish commercial register (KRS).

The board has the following positions:

1. Chairman (executive);
2. Director (executive);
3. Treasurer (executive);
4. Local committee chairman (executive); and
5. Vice-chairman (non-executive);
6. Member (non-executive).

III. Board Participation Guidelines

Candidates should have a number of the following attributes:

1. Be of undisputed integrity, standing and behavior;
2. Have the time to commit;
3. Come from a Dutch company or a company with clear Dutch connections;
4. Preferably be from an industry different than already represented on the Board;
5. Have an outgoing and creative personality.

All candidates should submit CVs highlighting past and present positions. All positions, interests and other relevant information for the Board to know (for example potential conflicts of interest), should be disclosed to the Board in writing prior to the consideration of the person's candidacy by the Board.

The membership of NPCC and the elected Board members have the right to expect that a person on the Board will invest sufficient time to the Board as to be an effective and involved participant. A basic guideline for insufficient time dedication would be lack of participation in

three (3) consecutive or fifty percent (50%) of the meetings of the Board in a given year. In such case, a discussion with the Chairman would be required.

Common sense would also dictate that if a Board member is not able to attend Board meetings, but is active in attending other meetings and duties, then this would be taken into account.

Board members are obliged to disclose any existing or future (potential) conflicts of interest to the Chairman of the Board as soon as these become known to him/her.

Board members and committee members shall not participate in any raffles organized by the NPCC, nor shall they keep any gifts received from third parties in connection with their work for the NPCC with an apparent value over PLN 100 (where possible they shall not accept such gifts in the first place). Any gifts over PLN 100 or when in doubt about the value shall be presented to the Board and the remainder of the Board shall decide on what will happen with the gift.

IV. Committees

Outside of the Board, specific committees may be formed within the NPCC:

- Regional committees that represent the NPCC in a certain geographical area
- Other Committees for specific events, topics, e.g. the *Rijsttafel* event

The Board decides on the establishment and dissolution of Committees.

The Committees of the Board should decide and declare that they will have a certain number of meetings per year. These may be done as side meetings to other gatherings or as conference calls, as long as they occur and report back to the board.

The regional committees are chaired by a Board Member, who will report about local developments to the Board on a monthly basis. Other members of the regional committee do not need to be Board members, but all requirements for Board members under III above shall apply to them as well with the exception of the requirement under III point 3 (Dutch connection) above. Committee members shall adhere to the same code of conduct contained in this document as Board members. Committee members are appointed and dismissed by the Board. Committee members who are not board members are not permitted to represent themselves as Board Members of the NPCC.

V. Audit Committee

Biyearly the General Meeting of members will appoint an audit committee of no less than two people. Members of the audit committee cannot be at the same time Board Members or other Committee members.

The audit committee reviews the financial statements of the NPCC, reports to the general meeting on the past financial year, and advises the Board on future conduct.

VI. Guidelines for media participation:

For conference and media appearances – The NPCC Chairman and the Director are the primarily representatives of NPCC for such events; If unavailable or in case specific knowledge is required, the Chairman and/or the director will ask another person to represent the NPCC. The Chairman and if unavailable, the director will decide on representation and will take into consideration other Board members' expertise that may be valuable in representing NPCC and should make such recommendations.

VII. Board decision-making Guidelines:

The Board can take decisions at meetings or otherwise (via phone or mail) when at least 50% of all Board members (executive and non-executive) are present or otherwise take part in voting. If no quorum can be reached the Chairman or in his absence any other member can call via email another meeting/call or email voting session with one-week's notice, which meeting/call or voting session shall be able to take decisions regardless of the number of Board members present.

The NPCC Board should seek consensus in making decisions whenever possible. In absence of consensus a simple majority will be required. In case of a hung vote, the vote of the Chairman shall prevail.

In case of issues concerning the Director – board member, the Director shall not participate in the process.

VII. Guideline for Board member cost reimbursement:

The NPCC Board position (with the exception of the position of Director) is pro bono service with the understanding that each Board member covers his/her own expenses related to NPCC. It would be possible for a Board member to seek reimbursement of reasonable expenses if pre-approved by the Board and perceived by the Board as in NPCC's best interest. The Board member (with the exception of the Director) who seeks reimbursement shall be allowed to make his/her case to the other Board members, but shall not take part in the approval process. The reimbursement guidelines for the Director are regulated in his contract with the NPCC.

VIII. Guideline for designating Honorary Membership:

1. Definition and Criteria:

The NPCC Board may grant the status of Honorary Member to recognize individuals for their exceptional contribution or significant role in the development of NPCC. Honorary membership is intended to be an extraordinary "life-time achievement" type award. It should only be granted after careful consideration by the Board of the overall contribution or role of the nominee to the NPCC.

2. Application and evaluation procedure:

Any member of the Board may nominate a person for consideration as an Honorary Member and should provide supporting documentation to justify the nomination. The proposal must be passed by the Board unanimously. The Chairman will officially inform the new Honorary Member in writing and will enter the Honorary Member appropriately into the NPCC database.

3. Honorary Member privileges:

- exemption from the payment of membership dues,
- status of an Individual member,
- full voting privileges, and
- invitation to all NPCC activities and events.