**Limited joint stock partnership**

**Rules concerning the establishment and registration of companies**

Submitting applications to enter a limited joint stock partnership into the National Court Register occurs in the Court Registers Portal ([PRS portal](https://prs.ms.gov.pl/)) and requires creating a user account on the portal. Submitting an application consists in filling out the forms made available in the [e-formularze KRS](https://sso-toz-kont-prod.apps.ocp.prod.ms.gov.pl/auth/realms/ms-ext/protocol/openid-connect/auth?response_type=code&client_id=prs-portal&state=VFJMdmdiTzNtVjF6djVPVGlBTi05V0ZoTmtLb3NYQi55aXRpMjVLbkVpQ0oz&redirect_uri=https://prs-ekrs.ms.gov.pl&scope=openid&code_challenge=Avls_97FosunJwOg9mAJQbONPev_S-8IrWjgPwrtFqA&code_challenge_method=S256&nonce=VFJMdmdiTzNtVjF6djVPVGlBTi05V0ZoTmtLb3NYQi55aXRpMjVLbkVpQ0oz) tab.

The following documents must be attached to the application:

1. bylaws;
2. notarial deeds concerning establishment of the partnership and taking up shares;
3. a statement of persons authorised to representation that payments for shares and non-cash contributions required by the bylaws have been made in compliance with the law;
4. a document stating the appointment of a partnership supervisory board, if any, listing its detailed composition; if the number of shareholders exceeds twenty-five, appointing the supervisory board is obligatory;
5. a permit or evidence of approval of the bylaws by the relevant public authority body, if required for the establishment of the partnership;
6. if the bylaws have specified the minimum or maximum amount of share capital, a statement of the management board, in the form of a notarial deed, concerning the amount of share capital that was taken up;
7. if non-cash contributions are provided for – a written report of the founders referred to in Article 311 of the Code of Commercial Companies together with an opinion of a chartered auditor; drafting the opinion of a chartered auditor is not required in cases listed in Article 3121 of the Code of Commercial Companies;
8. if a commercial proxy has been appointed, a statement of the proxy including their consent for appointment;
9. statements of persons representing the entity, showing their addresses for service; if such addresses are located outside the territory of the European Union, an agent for service in the Republic of Poland must be named;

The application and other pleadings submitted via an ITC system, as well as documents made in electronic form, must be signed by a qualified electronic signature, trusted signature or facsimile.

If documents forming the basis of entry into the National Court Register have been made in hard copy, the following must be attached to the application:

1. electronic copies of such documents certified by a notary or attorney appearing in the case who is an attorney-at-law or a legal counsel, or
2. electronic copies of such documents; in such case, originals of such documents or their officially certified copies or extracts must be submitted to the registration court within 3 days from the date of submitting electronic copies of the documents.

The application is submitted together with a court fee equal to PLN 500 and a fee for announcing the registration in the Monitor Sądowy i Gospodarczy, equal to PLN 100.

Instructions on how to create a user account, register an entity in the register of entrepreneurs, handle attachments to KRS e-forms and pay for applications using e-payments, as well as other guidelines, are available on the Court Registers Portal website in the [Instrukcje](https://prs.ms.gov.pl/krs-pomoc/instrukcje).

The registration takes place in the Polish language.

**Rules of representation and supervision**

Submitting a limited joint share partnership to the National Court Register should occur within six months from the date of drafting the statute.

The partnership is represented by general partners who have not been deprived of the right of representation by the bylaws or a final ruling of the court.

Subsequently depriving a general partner of the right to represent the partnership constitutes a change of the partnership bylaws and requires the consent of all remaining general partners.

Depriving a general partner of the right to represent the partnership without their consent may occur only for important reasons and following a final ruling of the court.

A shareholder may represent the partnership only as [an attorney](https://sip.legalis.pl/urlSearch.seam?HitlistCaption=Odesłania&pap_group=25010065&refSource=guide&sortField=document-date&filterByUniqueVersionBaseId=true).

If a shareholder enters into a legal transaction in the name of the partnership without disclosing their power of attorney, they are liable for the effects of such transaction towards third parties without limitation. This also applies to representation of the partnership by a shareholder who is not authorised or exceeded the scope of authorisation.

A limited joint share partnership may appoint a supervisory board. If the number of shareholders exceeds twenty-five, appointing a supervisory board is mandatory.

Supervisory board members are appointed and recalled by the general meeting.

A general partner or their employee may not be a supervisory board member.

The supervisory board exercises regular supervision over all areas of partnership activity.

The supervisory board may bring a suit on behalf of the partnership against general partners who have not been deprived of the right to manage the affairs of or represent the partnership.