**Joint stock company**

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

Submitting applications to enter a joint stock company 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 company and taking up shares;
3. a statement of all management board members that payments for shares and non-cash contributions required by the bylaws have been made in compliance with the law;
4. evidence confirmed by a bank or investment company that payments for shares have been made to the account of the company in organisation, and if the bylaws provide for covering the share capital with non-cash contributions following registration, a statement of all management board members payment of such contributions to the company in full according to the provisions of the bylaws will be ensured no later than one year from the date of registering the company;
5. a document confirming the appointment of company bodies and listing their composition;
6. a permit or evidence of approval of the bylaws by the relevant public authority body, if required for the establishment of the company;
7. 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;
8. if non-cash contributions are provided for or if the company purchases assets or pays fees for services rendered during its establishment, 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;
9. statements of persons representing the entity that include their consent to being appointed (not required if persons representing the entity signed the company registration application or granted a power of attorney to submit such application or if their consent has been expressed in the minutes made during the meeting of a body that appointed the person or in the company agreement);
10. statements of persons representing the company, 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;
11. a list containing the first and last names and addresses for service or the business names and seats of members of bodies or persons authorised to appoint a management board; if a shareholder is a legal person, first and last names and addresses for service of members of the body authorised to represent such legal person should be given; if the address for service of a person on the list is located outside the territory of the European Union, an agent for service in the Republic of Poland must be named.

An application to have a joint stock company entered into the National Court Register should be signed by all management board members.

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 certified 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**

The company is represented by the management board that manages its affairs.

The management board consists of one or more members.

Management board members may be appointed from among the shareholders or otherwise.

The management board members are appointed and recalled by the supervisory board, unless otherwise provided for in the company bylaws. A management board member may also be recalled or suspended by the general meeting.

The resolution of the general meeting or company bylaws may define requirements which must be fulfilled by candidate management board members.

 A management board member is appointed for a period not longer than five years (term of office). The term of office is calculated in full turnover years, unless otherwise provided for in the company bylaws. Reappointments of the same management board members are possible, but not earlier than one year before the expiry of the current term of office.

If the management board consists of more than one member, all members are obliged and entitled to manage the company affairs jointly, unless otherwise provided for in the bylaws.

Resolutions of the management board are made by an absolute majority of votes, unless otherwise provided for in the bylaws. The bylaws may provide that if the votes are split, the vote of the chairman is decisive, and also grant to the chairman specific rights as regards directing the work of the management board.

The right of a management board member to represent the company applies to all actions in and out of court.

The right of a management board member to manage the company’s affairs may not be limited with effect towards third parties.

If the management board consists of more than one member, the manner of company representation is specified in the bylaws. If the bylaws do not contain any provisions in this respect, representations in the name of the company may be made by two management board members jointly or one management board member together with a commercial proxy.

 Without the consent of the management board, a management board member may not engage in a competing business or participate in a competing partnership or company as a civil law partnership partner, other partnership partner or member of a company body or participate in another competing legal person as a member of its body. The prohibition also includes participation in a competing company if the management board member holds at least 10% of shares therein or is entitled to appoint at least one management board member.

The management board is obliged, without being specifically requested, to provide the supervisory board with information about:

1) resolutions of the management board and their objects;

2) the situation of the company, including its property situation, as well as important circumstances concerning the management of company affairs, especially as regards its operations, investments and personnel;

3) progress made in achieving defined company development strategies, showing deviations from predefined strategies together with their justification;

4) transactions and other events or circumstances that have or might have a material influence on the company’s property situation, including its profitability or liquidity;

5) changes of information formerly submitted to the supervisory board, if such changes have or might have a material influence on the company situation.

In a joint stock company, a supervisory board is established.

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

Special duties of the supervisory board include:

1) reviewing reports (i.e., the management board report on company activities and the financial statement for the previous turnover year) for compliance with books, documents and actual circumstances;

2) reviewing management board requests for dividing up profit or covering loss;

3) drafting and submitting to the general meeting an annual written report for the previous turnover year (supervisory board report).

 The supervisory board may adopt a resolution to have a specific matter related to company activities or company property investigated, at the expense of the company, by a chosen advisor (supervisory board advisor). The supervisory board advisor may be also chosen to draft specific analyses and opinions.

Competences of the supervisory board also include suspending, for important reasons, all or some management board members from their duties and delegating supervisory board members, for a period not exceeding three months, to temporarily perform the duties of management board members who have been recalled, resigned or are otherwise unable to perform such duties.

Entering with a parent, subsidiary or affiliate into a transaction whose value, aggregated with the value of transactions entered into with the same company during the turnover year, exceeds the sum of 10% of company assets in the meaning of accounting provisions, determined using the most recent audited financial statement of the company, requires the consent of the supervisory board, unless otherwise provided for in the bylaws.

The supervisory board consists of at least three, and in public companies of at least five members, appointed and recalled by the general meeting.

The bylaws may provide for another manner of appointing or recalling supervisory board members.

 The term of office of a supervisory board member may not be longer than five years.