

**REGULATIONS**  
**OF THE CLUSTER OF CONNECTED AND AUTONOMOUS VEHICLES COMPETENCE CENTRE**

October 10, 2022

**CHAPTER I**  
**GENERAL PROVISIONS**  
**CLUSTER. PURPOSE AND AREAS OF ACTIVITY**

**§1**

**Basic activities**

1. The Cluster of Connected And Autonomous Vehicles Competence Centre (hereinafter "**Cluster**" or "**CK:PAP Cluster**") is established to support the effective development, functioning and competitiveness of the domestic market in the transport and technology sector. This objective will be implemented in particular through the following activities:

- a. combining the economic, scientific and educational potential of industry and research & development entities in the transport and technology sector;
- b. creating the Competence Center for Autonomous and Connected Vehicles in Warsaw as a Contact Point for various stakeholder groups and as a coordinator of activities related to the road transport automation;
- c. enabling dialogue and cooperation between public institutions, including government administration, and representatives of the automotive and telecommunications industries;
- d. developing proposals and supporting changes in legal regulations regarding modern testing and implementation of products related to driver assistance systems and vehicle automation and road environment;
- e. promoting modern technologies and products among enterprises in the transport sector;
- f. facilitating and streamlining the process of developing and implementing modern technologies and products;
- g. commissioning research in the transport and technology sector;
- h. shaping attitudes and behaviors conducive to increasing the innovativeness and competitiveness of enterprises on the national and international arena.

2. Activities of the CK:PAP Cluster are financed from the AV-PL-ROAD project until June 2022. After this time, the activities of the CK:PAP Cluster are financed by the annual fee paid by the Cluster Members. The Cluster Leader may apply for an external source of funding to finance

CK:PAP Cluster's activities. Obtaining an external source of financing requires the consent of the Assembly of Cluster Members.

3. The detailed scope and nature of activities is determined by the Cluster Steering Committee, which submits it to the Assembly of Cluster Members for approval. The scope should correspond to the purpose of the Cluster's activity described in the Regulations and the Cluster Agreement.

## **§2**

### **Research projects**

1. Referring to the scope indicated in § 1, Cluster Members may initiate individual proposals.
2. It is allowed to create and implement projects with the participation of entities outside the group indicated in point 1.
3. Projects may be marked with CK:PAP Cluster's logo intended for project identification and may be referred to as: CK:PAP Cluster Project.
4. Consent to use the markings and terms described in point 3 is issued by the Cluster Leader in a written form, based on a written statement described in point 7.
5. The implementation of projects may not violate the provisions of the Regulations.
6. Projects are implemented on the basis of separate bilateral or multilateral agreements.
7. The agreements referred to point 6 should contain at least:
  - a. description of the project subject;
  - b. reference to the conclusion that the agreement has been established as part of the activities of the CK:PAP Cluster;
  - c. an indication of the entity coordinating the project;
  - d. a description of the benefits for each contract party;
  - e. a description of the rights and obligations of the contract parties;
  - f. indication of the remuneration of the contract parties or the rules for their benefit from the use of the project results;
  - g. defining the scope of protection of intellectual property rights to the project results;
  - h. defining the rules of confidentiality.
8. None of the Cluster Members is liable for the economic and legal consequences of the performance of the agreements referred to point 6, unless it is a Party to the contract.

**CHAPTER II**  
**CLUSTER BODIES**

**§3**

The bodies of the Cluster are:

- a. Assembly of Cluster Members;
- b. Cluster Steering Committee;
- c. Cluster Leader;
- d. Cluster Office.

**§4**

**Assembly of Cluster Members**

1. The Assembly of Cluster Members is a special meeting of all CK:PAP Cluster Members represented by cluster-authorized persons.
2. Each Cluster Member has the right and obligation to participate in the Cluster Members Meeting.
3. Each Cluster Member has one vote (meaning each entity has one vote).
4. The Assembly of Cluster Members makes decisions in the form of resolutions. Resolutions of the Assembly of Cluster Members are adopted by a simple majority of votes, provided that at least 1/3 of Cluster Members is present.
5. The first ordinary Assembly of Cluster Members, setting the rules for the operation of the CK:PAP Cluster for the first year of its operation, i.e. 2023, will be convened at the request of the Cluster Leader.
6. Ordinary meetings of the Assembly of Cluster Members are held at least once a year on the territory of the Republic of Poland.
7. Extraordinary meetings of the Assembly of Cluster Members may be convened at any time at the request of: at least 1/3 of the Cluster Members or the Cluster Leader.
8. The meetings of the Assembly of Cluster Members are chaired by the Cluster Leader or, in his absence, one of the Cluster Steering Committee Members.
9. Cluster Members may participate in the Cluster Members Meeting also by means of direct remote communication. The Assembly of Cluster Members may adopt resolutions at the meeting also using means of direct remote communication.
10. Meetings of the Assembly of Cluster Members are recorded.
11. The Cluster Leader informs all Members about convening an ordinary meeting at least 14 days before the planned date of the meeting, and about an extraordinary meeting at least 7 days before the planned date of the meeting. Notifications about the date and place of the meeting together with the materials that are to be the subject of the meeting are sent to the correspondence address or e-mail address indicated by the Cluster Member.

12. The Assembly of Cluster Members may adopt resolutions outside the meeting in writing (by circulation), via electronic mail (e-mail) or using means of direct remote communication. Adoption of a resolution in this mode requires justification and prior presentation of a draft resolution to all Cluster Members.
13. The competences of the Assembly of Cluster Members, apart from other competences resulting from the provisions of the Regulations, include:
  - a. approval of documents prepared by the Steering Committee of the Cluster, in particular plans, budget, costs of the Cluster's operations, annual fees;
  - b. analyzing new trends and developing the scope of projects to be implemented by Cluster Members;
  - c. submitting applications to the Cluster Leader to initiate specific support activities;
  - d. making changes to the Regulations.

## **§5**

### **Cluster Steering Committee**

1. The Cluster Steering Committee consists of: a representative of the Cluster Leader and representatives selected from among the Cluster Members.
2. Representatives of Cluster Members are elected for two years during the Assembly of Cluster Members in a secret ballot by all Cluster Members. No more than 7 representatives are elected from among Cluster Members, and a Cluster Member may have only one representative in the Cluster Steering Committee. Members of the Cluster Steering Committee may be elected to its composition for subsequent terms of office.
3. Each member of the Cluster Steering Committee has one vote in the Cluster Steering Committee.
4. The function of the Chairman of the Cluster Steering Committee is performed by a representative of the Cluster Leader, who at the same time has all the rights and obligations of a Member of the Cluster Steering Committee.
5. Each member of the Cluster Steering Committee may be dismissed at the request of the Cluster Member he represents.
6. In the event of dismissal or resignation of a member of the Steering Committee, supplementary elections are held from among Cluster Members who do not have their representative in the Steering Committee.
7. The tasks of the Cluster Steering Committee include:
  - a. preparing and updating the Cluster's development strategy as well as the Cluster's annual action plans and budgets, and submitting them for approval to the Cluster's bodies in accordance with the Regulations and additionally with their internal guidelines;
  - b. preparing spending proposals based on approved annual action plans and budgets;
  - c. identifying and assessing significant trends and events that may affect the functioning of the Cluster and preparing appropriate actions;
  - d. monitoring and evaluation of the Cluster's works and the progress of the projects undertaken in the Cluster and providing information to the Leader;

- e. admitting new entities to the Cluster;
- f. excluding Members from the Cluster if violations of the Regulations were observed.
- 8. Meetings of the Cluster Steering Committee are held at least twice a year or more often if needed. The meetings are convened by the Chairman of the Cluster Steering Committee or at least 2/3 of the Cluster Members, who submit their request for convening the meeting to the Chairman of the Steering Committee.
- 9. The Cluster Steering Committee makes decisions in the form of resolutions.
- 10. Resolutions are adopted by the majority of 2/3 votes by the Members of the Steering Committee of the Cluster.
- 11. Members of the Cluster Steering Committee may participate in the meetings of the Cluster Steering Committee also by means of direct remote communication. The Cluster Steering Committee may adopt resolutions at the meeting also by means of direct remote communication.
- 12. The Cluster Steering Committee may adopt resolutions outside the meeting in writing (by circulation), via electronic mail (e-mail) or using means of direct remote communication. Adoption of a resolution in this mode requires justification and prior presentation of the draft resolution to all members of the Cluster Steering Committee.
- 13. Meetings of the Cluster Steering Committee are recorded. The meeting is convened at least 7 days before the planned meeting. Written or electronic notifications about the date and place of the meeting, together with the materials that are to be the subject of the meeting, are sent to the address or e-mail address indicated by the Members of the Cluster Steering Committee.
- 14. The Cluster Steering Committee may appoint an advisory body(s) in the form of the Cluster Program Council.

## **§6**

### **Cluster Leader**

- 1. The leader of the Cluster is Motor Transport Institute with its registered office in Warsaw, entered into the entrepreneurs register, the National Court Register kept by the District Court for the Capital City of Warsaw, 14th Commercial Division of the National Court Register under the number KRS 0000130051, REGON: 000127692, NIP: 52500083828
- 2. The Cluster Leader is responsible for coordinating the works of the Cluster, identifying threats to its current activity and monitoring Cluster functioning.
- 3. The duties of the Cluster Leader include:
  - a. representing the Cluster, alone or together with the Cluster Members, in the scope of the Cluster's basic activities specified in the Regulations, in particular in communication with public institutions, including government administration, and representatives of the automotive and telecommunications industries; The Cluster Leader, representing the Cluster, undertakes to act in a manner that does not violate the interests of individual Cluster Members;
  - b. representing the Cluster in contacts with entities responsible for organizing competitions under public grant programs, with the prior consent of interested Cluster Members;

- c. establishing the Cluster Office responsible for administrative and organizational support for the Cluster's activities;
  - d. ensuring the ongoing work of the Cluster Office.
4. The Cluster Leader establishes the Cluster Office with its headquarters in Warsaw.
5. The Cluster Office coordinates and is responsible for the administrative activities of the Cluster, especially in the field of:
- a. cluster documents storage and providing copies of all documents (via e-mail or an online platform with access limited only to Members) to Cluster Members on the next business day after the date of creation of the document at the latest;
  - b. information flow, including: information between Cluster Members, information on competitions for the implementation of domestic and foreign projects;
  - c. preparing, in cooperation with other Cluster Members, documents necessary to participate in national and international grant competitions;
  - d. spending common funds and preparing reports in this regard in accordance with the guidelines of the Cluster Steering Committee and the guidelines of national and international support programs under which individual projects are implemented;
  - e. preparing and conducting information and marketing campaigns resulting from marketing plans, including the development and updates to the Cluster's website;
  - f. organizing meetings of the Cluster Steering Committee, the Cluster Program Council and the Assembly of Cluster Members;
  - g. coordinating works on the implementation of the Cluster's development strategy;
  - h. coordinating activities undertaken by Cluster Members in connection with the functioning of the Cluster, in particular organizing meetings, workshops or seminars, as well as preparation and implementation of research and development, educational or business projects;
  - i. initiating cooperation with networks, clusters and institutions from other regions in the field of joint ventures, projects, including sustainable economic cooperation;
  - j. organizing workshops and thematic conferences;
  - k. informing about social, economic and technological trends in the industry;
  - l. initiating and developing project concepts;
  - m. animating formal and informal contacts in the industry, between industries and between the sectors: business, science and public.

**CHAPTER III**  
**PARTICIPATION**

**§7**

**Cluster members**

1. The CK:PAP Cluster may include:
  - a. natural persons conducting business activity independently;
  - b. natural persons conducting business activity as part of a civil law partnership;
  - c. legal persons;
  - d. organizational units that are not legal persons, which are granted legal capacity by law.
2. The entities participating in the CK:PAP Cluster have the status of a Cluster Member. Cluster members are:
  - a. Founders of the Cluster, including the Cluster Leader;
  - b. entities that received the status of a Cluster Member in accordance with the provisions of the Regulations.
3. The entity obtains the status of a Cluster Member after submitting the Declaration of Accession and its acceptance by the Cluster Steering Committee.
4. Cluster members retain their economic independence.
5. The status of a Cluster Member is granted indefinitely, subject to the conditions of point 6.
6. The status of a Cluster Member expires when any of the following conditions are met:
  - a. as a result of a notice given by the Cluster Member to the Cluster Leader in writing;
  - b. as a result of the Cluster Member not accepting changes to the Regulations;
  - c. due to a Cluster Member's violation of the Regulations ascertained in the form of a resolution by the Cluster Steering Committee.
  - d. due to liquidation or bankruptcy of a Cluster Member;
  - e. due to the dissolution of the CK:PAP Cluster.
7. The expiry of the Cluster Member status is stated by the Cluster Steering Committee in the form of a resolution.
8. The expiry of the Cluster Member status is tantamount to termination of the Agreement without observing the notice period.

## **§8**

### **Rights and obligations of a Cluster Member**

1. A cluster member has the right to:
  - a. participate in the activities of the CK:PAP Cluster;
  - b. submit proposals for actions to the Cluster Leader;
  - c. use the graphic signs of the CK:PAP Cluster in the activities intended to identify Cluster Members and use the term: Member of the CK:PAP Cluster, with all graphic signs of the CK:PAP Cluster being the property of the founders of the Cluster.
  
2. A cluster member is obliged to:
  - a. comply with the Regulations;
  - b. promote participation in the CK:PAP Cluster in its activities;
  - c. pay the annual fee on time;
  - d. receive correspondence sent by the Cluster Leader using any possible distribution channel indicated by the Member in the Declaration of Accession;
  - e. inform the Cluster Leader about address changes to its registered office, legal activity form changes, merger or acquisition by another entity, change of contact person or contact person details.

## **§9**

### **Annual fee**

1. Members of the Cluster undertake to contribute to the costs of functioning of the Cluster specified in the annual budgets of the Cluster and approved by the Assembly of Cluster Members.
2. The amount of the fee for 2023 will be determined at the first Meeting of Cluster Members
3. The amount of the annual fee for the next calendar year will be determined at the last Meeting of Cluster Members in the year preceding the next calendar year at the latest. The annual fee does not have to be the same for all Cluster Members. The Cluster Members' Assembly decides on the differentiation of the annual fee. A resolution charging a Cluster Member with an annual fee set in a higher amount than the annual fee set for any other Cluster Member requires a vote "for" by all Cluster Members charged with a given higher annual fee.
4. The minimum fee for a cluster member is PLN 1,000 and the maximum fee is PLN 2,000 in 2023.
5. The Cluster's tasks are carried out on the basis of the Cluster's annual budgets.
6. The Cluster's budget defines the need for funds in accordance with the action plan and presents potential sources of internal and external financing of the Cluster's activities. The Cluster's budget includes in particular: the Cluster's goals planned to be achieved



in a given budget period; amounts allocated to the implementation of individual goals and tasks; share of individual Cluster Members in covering the costs; diagrams of the most significant cash flows.

7. The Cluster's budget is developed for each subsequent calendar year by the Cluster Steering Committee no later than by the end of October of the year preceding the given budget year. The Cluster Steering Committee immediately submits the budget to the Assembly of Cluster Members for approval.
8. The Cluster's budget for the next year of the Cluster's activity should be adopted by the Assembly of Cluster Members by December 31 of the year preceding the budget year in which the budget will be in force. If the Cluster's budget for a given year is not approved, the Cluster operates on the basis of budgets prepared monthly, until the date of adoption of the annual budget.
9. In the event that a Cluster Member cannot fulfill previous obligations, it immediately submits a written explanation to the Cluster Leader, who then presents this issue to the Cluster Steering Committee.
10. When applying for external financing for the implementation of projects - including but not limited to: scientific research, development work, implementation work - Cluster Members will each time conclude separate project consortium agreements. Each of the Cluster Members has the right to express interest in participating in a specific project, however, these Regulations do not constitute the basis for demanding participation in a given project in advance. Each time, project consortia will be prepared through negotiations and reaching a consensus.
11. The annual fee applies to the calendar year.
12. The annual fee, paid by a Cluster Member for the first time, is payable within 30 days from the date of acceptance of participation by the Cluster Steering Committee to the bank account indicated by the Cluster Leader.
13. Subsequent annual fees are payable in two tranches in advance for each calendar year, i.e. by February 14 and until July 15 of a given year.
14. The annual fee paid for the first time by a Cluster Member whose acceptance of participation took place after June 30 of a given calendar year is reduced by 50%.
15. In the event of the expiry of the status of a Cluster Member, the annual fee paid by it is not refundable, in relation to point 16.
16. Once the Member's status expired due to the lack of acceptance to the Regulation changes, the annual fee shall be refunded in the proportionate part calculated quarterly for each commenced quarter of participation.
17. If the Member fails to pay the annual fee within the deadline, the Cluster Leader shall report this fact to the Cluster Steering Committee, which then has the right to declare the status of the Cluster Member to expire in accordance with §7 point 6c.
18. In justified cases, the Assembly of Cluster Members may exempt a Cluster Member from paying the annual fee.
19. The payment of the annual fee will be confirmed by issuing a VAT invoice to the paying Cluster Member, in accordance with applicable law.

**CHAPTER IV**  
**INTELLECTUAL PROPERTY**

**§10**

**Priority protection of intellectual property rights**

Bearing in mind the subject of CK:PAP Cluster's activity, particular importance is attached to the protection of intellectual property rights (hereinafter referred to as IPR).

**§11**

**IPR Protection Policy**

1. If Cluster Members make any IPR available within the Cluster, such disclosure does not result in a change of IPR ownership or granting any rights to use IPR by other entities.
2. IPR to the results of the workshops and other team activities within the CK:PAP Cluster are vested in the co-authors.
3. Project-related IPR is governed by separate agreements.

**CHAPTER V**  
**PROTECTION OF CONFIDENTIALITY AND SHARING OF INFORMATION**

**§12**

**Privacy policy**

1. Without prejudice to the provisions of point 2, the general principle of the CK:PAP Cluster is transparency of undertaken activity.
2. The Cluster Leader takes care of the protection of information concerning Cluster Members and their activities, in particular the secrecy of their enterprises, to the extent that disclosure of such information could infringe their interests, or to the extent that the obligation to maintain secrecy results from applicable regulations.
3. The Cluster Leader ensures the protection of information provided by Cluster Members, reserved as confidential, against disclosure to unauthorized persons.
4. Members of the Cluster are obliged not to take actions that may harm the provisions of point 2 and 3.
5. Members of the Cluster are individually responsible for breaching the rules of confidentiality protection within the limits of applicable regulations.

## **§13**

### **Sharing information about Cluster Members**

1. In order to facilitate cooperation, the Cluster Leader creates an electronic database containing publicly available information on Cluster Members, in particular: name of the entity, organizational form, registration numbers, subject of activity, name and surname of the contact person, contact details of the entity. The Cluster Leader is responsible for the processing of personal data within the Cluster in accordance with applicable regulations.
2. The submission of the Declaration of Accession shall be deemed as consent to be published in the database referred to in point 1, thematic publicly available data. The Cluster Member's logo is published in the graphic design (including colors) in which the Cluster Member provided the logo for publication.

## **CHAPTER VI**

### **CODE OF GOOD PRACTICES**

## **§14**

### **Rules of conduct**

1. Responsibility principle: By implementing its activities CK:PAP Cluster promotes fair, cooperative and professional methods of conducting commercial and non-commercial activities.
2. Principle of Freedom: Activity within the CK:PAP Cluster does not infringe on the freedom of business, in particular the freedom of business for Cluster Members.
3. The principle of weighing interests: Cluster members, working together, act out of concern for the common interest, while caring for mutual respect for their individual interests.
4. Honesty principle: Cluster members should act honestly.
5. The principle of competition: Members of the Cluster are obliged to comply with the principles of fair competition, in particular by acting in accordance with applicable law and decency.
6. The principle of mutual trust: Cluster members conduct their activities in such a way that it is possible to act in confidence to the other party, in particular its intentions, honesty, professionalism and compliance with the terms of the accepted commitments. This principle does not prejudice the need to maintain an appropriate level of legal regulation of mutual relations.

7. The principle of cooperation: As part of the implemented projects, Cluster Members develop mutual cooperation, in particular in order to strengthen their position on the market by conducting joint projects.

8. Principle of transparency: Cluster members act in a transparent manner, clearly defining their intentions and goals, in particular they do not hide information that is important for the protection of legitimate interests of other entities. This principle applies to the extent that the disclosure of information does not violate business secrets or other information protected by law, the disclosure of which could threaten the interest of a Cluster Member, its employee, associate, contractor or third party or to the extent that it would violate the applicable law.

## **CHAPTER VIII**

### **AUTHORIZATION OF THE REGULATIONS**

#### **§15**

##### **The procedure for amending the Regulations**

1. Members of the Cluster have the right to individually or collectively formulate proposals for changes to the Regulations.
2. Proposals for changes to the Regulations submitted by Cluster Members should be submitted to the Cluster Leader in a written form.
3. Changes in the Regulations are made by the Assembly of Cluster Members.
4. The Member has the right to submit a declaration of non-acceptance of changes to the Regulations within 10 days, which results in the immediate termination of his participation in accordance with §7 point 6b.

#### **§16**

##### **Sharing the Regulations**

The current version of the Regulations is available on the website <https://ckpap.its.waw.pl/> and is available for inspection at the headquarters of the Cluster Leader.

Approved in formal and legal terms on October 31, 2022.  
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