

# **Act of 2 July 2004 on freedom of economic activity**

## **Chapter 1 - General Provisions**

### **Article 1.**

The Act sets forth the principles for undertaking, conducting and terminating economic activities within the territory of the Republic of Poland and responsibilities of public administration authorities in this area.

---

### **Article 2.**

Economic activity includes profit-making activity related to manufacturing, construction, trading, provision of services and prospecting, identifying and mining of minerals in deposits, as well as professional activity conducted in an organised and continuous fashion.

---

### **Article 3.**

Provisions of this Act shall not apply to agricultural production activities related to agricultural cultivation, animal breeding and husbandry, horticulture, vegetable production, forestry and inland fishery, as well as rental of rooms, selling home-made meals, and the provision of other services to tourists by farmers in agricultural holdings.

---

### **Article 4.**

1. Within the meaning of the Act, the term 'entrepreneur' shall denote a natural person, a legal person, and a non-corporate organisational unit with legal capacity under provisions of a separate Act, conducting economic activity on its own behalf.
  2. The term 'entrepreneur' shall also denote partners in civil partnerships within the scope of their economic activities.
- 

### **Article 5.**

Definitions of terms used in the Act are as follows:

1. an authority granting concessions - a public administration authority entitled by the Act to grant, refuse to grant, alter and revoke concessions;
2. a foreign person:
  - a) a natural person with the place of permanent residence outside of the Republic of Poland and without Polish nationality;
  - b) a legal person with its registered office abroad;

- c) a non-corporate organisational unit with legal capacity and with its registered office abroad;
3. a foreign entrepreneur - a foreign person conducting economic activity abroad;
  4. a branch - a separate and organisationally independent part of the economic activity conducted by the entrepreneur outside of the registered office or headquarters where economic activities are conducted;
  5. a regulated activity - economic activity conducted under specific conditions set forth by the law.

---

**Article 6.**

1. Everyone shall be free to undertake, conduct and terminate economic activity under equal rights and pursuant to terms and conditions set forth by the law.
2. Public administration authorities shall not require or condition their decision related to undertaking, conducting and terminating economic activity by the person concerned on compliance with any additional requirements, in particular on submission of any documents or disclosure of any data, unless set forth in the law.

---

**Article 7.**

The State shall provide entrepreneurs with public aid on terms and in the form provided for in separate provisions, with due respect to the principles of equality and fair competition.

---

**Article 8.**

1. Public administration authorities shall support the development of entrepreneurship by creating favourable conditions for entrepreneurs to undertake and conduct economic activities, and in particular they shall support micro, small and medium-sized enterprises (SMEs).
2. Public administration authorities whose task is to implement aid programmes within the understanding of provisions on eligibility and supervision of public aid granted to entrepreneurs shall submit information on terms and forms of aid to the competent Minister of Economy in electronic format; this information shall be collected and published on the Ministry website.
3. Information referred to in paragraph 2 hereof shall be submitted within 30 days after the date of establishment of an aid programme, and not later than within 14 days before the date fixed for the submission of aid applications.
- 4.

---

**Article 9.**

While conducting their tasks, in particular the tasks related to supervision and control, public administration authorities shall act with due respect to legitimate interest of entrepreneurs.

---

**Article 10.**

1. Entrepreneur may submit an application to a competent authority to issue a written interpretation of the scope and application of legal provisions underlying the entrepreneur's obligation to pay public levy; this interpretation may refer to individual cases only.
2. No public levies, financial sanctions or penalties may be imposed on the entrepreneur within the scope related to the entrepreneur's compliance with the interpretation issued.
3. Principles of issuing interpretations are provided for in separate Acts.

---

#### **Article 11.**

Public administration authorities shall handle entrepreneurs' matters without delay.

---

#### **Article 12.**

While conducting their tasks, public administration authorities shall co-operate with organisations of employers, organisations of employees, organisations of entrepreneurs, as well as trade and economic self-governments.

---

#### **Article 13.**

1. Foreign persons from the European Union Member States and European Free Trade Association (EFTA) member countries - parties to the European Economic Area Agreement may undertake and conduct economic activity on the same terms and conditions as Polish entrepreneurs.
2. Citizens of countries other than those referred to in paragraph 1 hereof who were granted a permit to settle within the territory of the Republic of Poland, a tolerated residence permit, refugee status granted in the Republic of Poland, or temporary protection within the territory of the Republic of Poland may conduct economic activity within the territory of the Republic of Poland on the same terms and conditions as Polish citizens.
3. Foreign persons other than those referred to in paragraphs 1 and 2 hereof shall have the right to undertake and conduct economic activity only in the form of a limited partnership, limited joint-stock partnership, limited liability company, and joint-stock company, as well as to join such partnerships and companies and to take over or acquire shares in these entities, unless otherwise provided for in international agreements

## **Chapter 2 - The principles of undertaking and conducting economic activity**

#### **Article 14.**

1. Entrepreneurs may undertake economic activities after they have been registered in the Register of Entrepreneurs in the National Court Register or in the Economic

Activity Records, hereinafter referred to as 'the Records'. A joint-stock company in formation or a limited liability company in formation may undertake economic activities before such company is registered in the Register of Entrepreneurs.

2. Entry in the Records is required in the case of natural persons who conduct economic activity. Principles of registering entrepreneurs in the Register of Entrepreneurs are subject to separate provisions.

---

#### **Article 15.**

Under provisions of this Act, entrepreneurs conducting economic activities may also be required to obtain concession or entry in the Regulated Activity Register, subject to provisions of Article 75.

---

#### **Article 16.**

1. Entrepreneurs registered in the Register of Entrepreneurs or in the Records must present their Tax Identification Number (NIP) in all written statements related to the economic activity and addressed to certain persons and authorities; this number must also be used in all legal and business transactions.
2. Obligation referred to in paragraph 1 hereof shall not affect other obligations set forth in specific provisions.
3. Entrepreneurs shall be identified in official registers based on their Tax Identification Numbers (NIP numbers).

---

#### **Article 17.**

Entrepreneurs shall conduct their economic activity based on the principles of fair competition and due respect of good practices and legitimate interest of consumers.

---

#### **Article 18.**

Entrepreneurs shall meet all requirements related to economic activity set forth in legal provisions, and in particular requirements related to the protection of life, human health and public morality, as well as protection of the environment.

---

#### **Article 19.**

If specific provisions require entrepreneurs to hold appropriate professional certificates for a particular type of economic activity, entrepreneurs shall ensure that such activities are carried out directly by a person who holds such professional certificates.

---

#### **Article 20.**

Entrepreneurs placing goods on the Polish market shall ensure that the following information in the Polish language is presented on the product, its packaging, label or instruction:

1. an entrepreneur's company name and address;
2. a name of the product;
3. other designations and information required under separate provisions.

---

#### **Article 21.**

If an entrepreneur offers goods or services in direct sales or in remote sales via mass media, IT networks or unaddressed mail, the entrepreneur shall specify, at least, the following data in the offer:

1. an entrepreneur's company name;
2. Tax Identification Number (NIP);
3. an entrepreneur's registered office and address.

---

#### **Article 22.**

1. Payments related to the economic activity conducted by entrepreneurs must be made or received via the entrepreneur's bank account in each case if:
  - another entrepreneur is party to the transaction, and
  - the one-off value of the transaction, regardless of the number of resulting payments, exceeds the equivalent of EUR 15 000 converted into PLN based on average foreign currency exchange rate set by the National Bank of Poland as of the last day of the month preceding the month during which the transaction has been concluded.
2. Entrepreneurs who are members of co-operative savings and credit banks may meet the obligation referred to in paragraph 1 hereof via the co-operative savings and credit bank account.
3. In the case of entrepreneurs conducting economic activity in the area of handling and brokering money orders in foreign trade, provisions of Articles 63g and 111 (1) point 7 of the Act of 29 August 1997 - Banking Law (Journal of Laws of 2002 No. 72, item 665, as amended) shall apply respectively.

## **Chapter 3 - Economic Activity Records**

#### **Article 23.**

1. The Records shall be kept by the commune competent for the entrepreneur's place of residence, as a government administration task. The term 'place of residence' shall denote a town/village where the entrepreneur resides and intends to reside permanently.
2. In the case of foreign persons referred to in Article 4 (2) of the Act of 27 July 2002 on principles and conditions of entry and residence of citizens of European Union

Member States and members of their family within the territory of the Republic of Poland (Journal of Laws No. 141, item 1180, Journal of Laws of 2003 No. 128, item 1175, and Journal of Laws of 2004 No. 96, item 959) who undertake economic activity within the territory of the Republic of Poland, the competence of the commune where economic activities are mainly conducted within the territory of the Republic of Poland shall be used for registration purposes.

3. The Head of Commune, Mayor, or President of the Town shall act as authorities keeping the Records.
4. The Records are kept in the IT system.

---

#### **Article 24.**

1. The Records shall not be confidential.
2. Everyone shall have the right to access the data recorded in the Records and to browse registry records of any entrepreneur registered therein.
3. It shall be assumed that data entered in the Records are accurate. If any data entered in the Records are not in line with the entrepreneur's application or if such application is not used as the basis of entry, the entrepreneur may not claim incorrectness of data against any third party acting bona fide if the entrepreneur failed to immediately file an application to correct, complete or remove an entry in question.

---

#### **Article 25.**

1. Registry records, including in particular documents underlying the entry in the Records, shall be kept for each entrepreneur entered in the Records.
2. If any specific provisions require that specific data shall be submitted to the authority keeping the Records or entered in the Records, and these data shall not be entered in the Records under provisions of the Act, documents containing these data shall be kept in registry records.

---

#### **Article 26.**

1. An entry in the Records shall be made based on a relevant application, unless the entry is required ex officio under specific provisions.
2. A removal or amendment of the entry shall also constitute an entry in the Records.

---

#### **Article 27.**

1. Applications for the entry in the Records shall be submitted on a relevant form conforming to an official model as set forth in Article 43, point 1. When submitting the application, an applicant shall pay a relevant fee.
2. The application for the entry in the Records includes:
  - a. an entrepreneur's company name and PESEL (personal identification) number, if any;
  - b. Tax Identification Number (NIP), if any;

- c. a place of residence and address, mailing address, and address where economic activity is conducted, and if economic activity is conducted outside of the place of residence - an address of the main place where economic activity is conducted and any branch offices, if established;
  - d. a type of economic activity in line with the Polish Classification of Activities (PKD);
  - e. information on any joint property of husband and wife existing currently or in the past;
  - f. information on the Deed of Civil Partnership, if any;
  - g. data of permanent proxy authorised to run the entrepreneur's business, if any such authorisation has been granted by the entrepreneur.
3. If the application does not contain any data referred to in paragraph 2 hereof or if due fee has not been paid, the authority keeping the Records shall immediately request the entrepreneur to complete the application within 7 days; otherwise the application shall not be considered.
  4. If the entrepreneur has no PESEL number assigned, a certified copy of the passport or any other document confirming the identity and citizenship of the entrepreneur and certified by a duly authorised employee of the Commune Office should be filed by the entrepreneur to the registry records.
  5. Applications for the entry in the Records may be sent by registered mail. If this is the case, the applicant's signature shall be confirmed by a notary public.

---

#### **Article 28.**

1. The fee for the entry in the Records shall be PLN 100 and the fee for an amendment of the entry in the Records shall amount to PLN 50. Fees collected from entrepreneurs shall constitute a part of the budgetary income of the commune where the Records are kept.
2. No fees shall be collected in case of submitting an application to remove an entry.
3. Commune Council may determine lower fees or introduce exemptions from fees considering, in particular, the type of economic activity.

---

#### **Article 29.**

1. An authority keeping the Records shall issue a decision regarding an entry in the Records.
2. A decision to make an entry in the Records shall be issued without delay, not later than within 3 working days after the date of submission of the application, subject to provisions of
3. The decision to make an entry in the Records shall specify:
  - a. an entrepreneur's company name and PESEL (personal identification) number, if any;
  - b. Tax Identification Number (NIP), if any;
  - c. an entrepreneur's place of residence and address, mailing address, the address where economic activity is conducted, and if economic activity is conducted outside of the place of residence - an address of the main place where economic activity is conducted and any branch offices, if established;
  - d. a type of economic activity in line with the Polish Classification of Activities (PKD).
4. The said decision shall also include the data referred to in Article 30 (1), points 5-15, if related to the entry.

5. The decision to make an entry in the Records shall be executed immediately, apart from a decision to remove an entrepreneur from the Records.

---

**Article 30.**

1. The following data shall be entered in the Records:
  - a. an entrepreneur's company name;
  - b. Tax Identification Number (NIP);
  - c. an entrepreneur's place of residence and address, mailing address, the address where economic activity is conducted, and if economic activity is conducted outside of the place of residence - an address of the main place where economic activity is conducted and any branch offices, if established;
  - d. a type of economic activity in line with the Polish Classification of Activities (PKD);
  - e. information on any joint property of husband and wife existing currently or in the past;
  - f. information on a restriction or loss of legal capacity;
  - g. information on a bankruptcy filed and discontinuation and termination of bankruptcy proceedings;
  - h. information on reorganisation proceedings in progress;
  - i. information on concessions granted, altered and revoked;
  - j. information on determination of concession expiry, as stipulated in provisions of separate Acts;
  - k. information on the entry in the Regulated Activity Register and removal of this entry;
  - l. information on permits or licenses granted or revoked;
  - m. information on the Deed of Civil Partnership, if any;
  - n. data of permanent proxy authorised to run the entrepreneur's business, if any such authorisation has been granted by the entrepreneur;
  - o. information on appointment of a trustee.
2. Data referred to in paragraph 1, points 6, 7, 9-12 and 15 shall be entered ex officio.

---

**Article 31.**

1. An entry in the Records shall be made by recording the data from the decision to the IT system immediately after the decision has been issued. The entry is made when data are recorded in the Records.
2. If the decision to remove an entrepreneur from the Records has been issued, the entry is made when this decision becomes final.

---

**Article 32.**

An authority keeping the Records shall issue a decision to refuse the entry if:

1. the application refers to economic activity not provided for in the Act;
2. the application has been filed by an unauthorised person;
3. the entrepreneur is prohibited to conduct economic activity specified in the application under a legally binding decision.

---

### **Article 33.**

1. Entrepreneurs are required to file an application for:
  - a. amendment of the entry - within 7 days after the change of data referred to in Article 27 (2) occurring after these data have been entered in the Records;
  - b. removal of the entry - within 7 days after the permanent discontinuation of economic activity by the entrepreneur.
2. In the case of applications for amendment and removal of entry provisions of Article 27 shall apply respectively.
3. A change of the entrepreneur's place of residence shall be entered in the Records by the competent authority keeping the Records in the previous place of residence. After the change has been entered in the Records, the authority keeping the Records shall immediately submit the decision on the entry to the competent authority keeping the Records in the new place of residence, along with the registry records.
4. Provisions of paragraph 3 shall apply respectively, to any change of the main place of the economic activity performance in the case of foreign persons referred to in Article 4 (2) of the Act of 27 July 2002 on principles and conditions of entry and residence of citizens of European Union Member States and members of their family within the territory of the Republic of Poland.

---

### **Article 34.**

A local court - a commercial court shall immediately submit a copy of the decision on bankruptcy as well as discontinuation and termination of bankruptcy proceedings to the competent authority keeping the Records.

---

### **Article 35.**

1. The authority granting concessions shall immediately submit a copy of the final decision to grant, alter or revoke a concession to the competent authority keeping the Records, as well as a copy of the decision on the determination of concession expiry if stipulated in provisions of separate Acts.
2. Provisions of paragraph 1 shall apply, respectively, in the case of permits and licenses referred to in Article 75.

---

### **Article 36.**

After an entry has been made and a decision to remove the entrepreneur from the Register has been issued, the authority keeping the Regulated Activity Register shall submit a certificate of the entry or a decision to remove the entry to the competent authority keeping the Records.

---

### **Article 37.**

1. Data recorded in the Records may not be removed, unless otherwise provided for in the Act.
2. An entry may be removed from the Records ex officio if:
  - a. the entrepreneur is prohibited to conduct economic activity specified in the entry under a legally binding decision;
  - b. a commercial company established by means of a transformation of a civil partnership has been entered in the Register of Entrepreneurs - within the scope of the economic activity recorded in the Register of Entrepreneurs;
  - c. permanent discontinuation of economic activity by the entrepreneur has been ascertained.
3. An entry may also be removed from the Records if the authority keeping the Records was in breach of the law when making the entry. If this is the case, provisions of administrative proceedings on resuming the procedure or determining the invalidity of the decision shall apply, respectively.
4. Removal of the entry in the case referred to in paragraph 2, point 2 hereof shall be made when the authority keeping the Records receives a notification submitted by the Central Information Office of the National Court Register that the entrepreneur has been registered in the Register of Entrepreneurs, pursuant to provisions of the law on the National Court Register.

---

#### **Article 38.**

1. The authority keeping the Records may remove the entry containing incorrect data ex officio, after the entrepreneur has been requested to submit a relevant statement within 7 days.
2. The authority keeping the Records shall correct the entry containing obvious errors or discrepancies with the text of the decision ex officio.

---

#### **Article 39.**

The authority keeping the Records shall submit the information on the removal of the entrepreneur from the Records to the Statistical Office, Head of the Tax Office, and branch office of the Social Insurance Institution (ZUS) in the last place of the entrepreneur's residence. This information should be submitted by electronic mail within 7 days after a relevant decision has been issued.

---

#### **Article 40.**

1. Applications for the entry in the Records may be submitted in electronic format. Electronic applications should contain data in a specified electronic format based on an official model as specified in Article 43, point 1 hereof, and should be signed with a dated secure electronic signature verified with a valid qualified certificate and based on principles set forth in the provisions concerning electronic signature.
2. The application referred to in Article 44 hereof may also be submitted subject to provisions of paragraph 1 above.

3. Based on the opinion of the competent Minister of Economy, the competent Minister of Information Technology shall issue a regulation providing for the following:
  - a. specific requirements for the data communications and IT system,
  - b. requirements for electronic IT carriers and electronic communication media used to submit applications,
  - c. data processing procedures for the data included in applications and methods of data storage and protection - with due consideration to the need to ensure integrity of application data and possibility of automatic transfer of data to the Records.

---

**Article 41.**

1. The Central Information Office for Economic Activities shall be established, hereinafter referred to as 'Central Information Office', with branch offices attached to authorities keeping economic activity records.
2. The Central Information Office shall be managed by the competent Minister of Economy.
3. The task of the Central Information Office is to:
  - a. keep a set of information on the data recorded in the Records;
  - b. issue information on the entries recorded in the Records;
  - c. issue certificates relating to the content of entries recorded in the Records.

---

**Article 42.**

1. Everyone may receive the certificate of the content of an entry in the Records or the information on an entry in the Records.
2. Certificates and written information shall be issued by branch offices referred to in Article 41 (1) hereof.
3. A fee shall be collected for the issue of a certificate or written information.
4. The fee referred to in paragraph 3 above shall constitute a part of the state budget income.
5. Based on the consultations with the competent Minister of Public Finance, the competent Minister of Economy shall issue a regulation to define the amount of the fee referred to in paragraph 3 hereof, taking into account the reasonable costs of the issuance of certificates and written information.

---

**Article 43.**

Based on the opinion of the competent Minister of Information Technology, the competent Minister of Economy shall issue a regulation defining:

1. an official model of the application forms, procedure and place where application forms may be collected, with due consideration to the conditions ensuring the general access to forms and the fact that the Records are kept in the IT system;
2. the detailed content of entries, with due consideration to the content of the application and the scope of entries made ex officio;

3. organisation and detailed procedure of managing the Central Information Office and keeping the Records, with due consideration to the need to ensure efficient flow of information as well as the scope of data registered in the entry;
4. the procedure for the submission of the entry data by the authorities keeping economic activity records to the Central Information Office, with due consideration to the use of the data communications and IT systems;
5. the procedure for the issuance of certificates on the content of entries or written information on the entry by branch offices, referred to in Article 41 (1), with due consideration to non-confidential nature of and general access to the data entered in the Records.

---

#### **Article 44.**

Along with the application for the entry in the Register of Entrepreneurs or in the Records, an entrepreneur who undertakes economic activity may submit an application for:

1. an entry in the National Official Register of National Economy Entities (REGON);
2. an identification or update entry, as defined in provisions on the records and identification of taxable persons and taxpayers;
3. a registration of insurance premium payers, registration in social insurance schemes or their modification, within the meaning of the provisions on the social insurance system.

---

#### **Article 45.**

1. The application referred to in Article 44 hereof shall be sent (also via the data communications and IT system) by the authority responsible for keeping the Register of Entrepreneurs or by the authority keeping the Records to competent authorities of official registers, immediately after the entry has been made. Along with the application, the copy of a decision to make an entry in the Register of Entrepreneurs or a decision to make an entry in the Records shall be sent.
2. If the entrepreneur is required under specific provisions to submit additional documentation along with the application referred to in Article 44 hereof, the authority responsible for keeping the Register of Entrepreneurs or the authority keeping the Records shall send documents submitted by the entrepreneur along with the application.
3. At the entrepreneur's request, an authorised employee of the Commune Office shall certify the copies of these documents for the conformity or draw up such copies.
4. The competent Minister of Economy shall issue a regulation to determine the procedure for the submission of applications and documentation to competent authorities, with due consideration to the possibility of electronic data processing and the content of data.

## **Chapter 4 - Concessions and regulated economic activity**

### **Article 46.**

1. A concession shall be obtained by entrepreneurs conducting economic activity in the area of:
  - a. prospecting or recognising deposits of mineral resources, extraction of minerals from deposits, non-tank storage of substances and waste storage in a rock mass, including underground mining excavations;
  - b. manufacturing of and trading in explosives, weapons and ammunition as well as products and technology for military or police usage;
  - c. manufacturing, processing, storing, transmitting, distributing and trading in fuels and energy;
  - d. protecting persons and property;
  - e. broadcasting of radio and television programmes;
  - f. air transport services.
2. Detailed scope and conditions for conducting economic activity covered by concession are stipulated by the provisions of separate Acts.
3. Introduction of other concessions in the area of economic activity of special significance for the state security or the security of citizens or for other important public interest shall be allowed only in cases where this activity may not be conducted as free activity or after an entry in the Regulated Activity Register or a permit has been obtained, and shall require an amendment of this Act.

---

### **Article 47.**

1. Unless otherwise provided for in separate Acts, granting, refusing to grant, altering and revoking concession or limiting its scope shall be the responsibility of the competent Minister with regard to the company's subject of activity that requires a concession.
2. Granting, refusing to grant, altering and revoking concession or limiting its scope against the application is effected by way of a decision.
3. A concession shall be granted for a limited period of time that cannot be shorter than 5 years and longer than 50 years, unless the entrepreneur applies for a concession for a shorter period.

---

### **Article 48.**

1. The authority granting concessions may, within the scope of provisions of separate Acts, determine special conditions for conducting economic activity covered by the concession.
  2. The authority granting concessions shall provide detailed information on conditions referred to in paragraph 1 hereof to every interested entrepreneur without delay after the procedure of granting concession has been initiated.
-

#### **Article 49.**

1. The application to grant or alter a concession shall include:
  - a. the entrepreneur's company name, its registered office and address or place of residence and address, as well as the address of the main place where economic activity is conducted;
  - b. its number in the Register of Entrepreneurs or the Records and Tax Identification Number (NIP);
  - c. the type and scope of economic activity for which the concession is to be granted.
2. The application referred to in paragraph 1 hereof shall contain information and attached documents stipulated in the provisions on economic activity requiring a concession.

---

#### **Article 50.**

Prior to making a decision to grant or alter a concession, the authority granting concessions may:

1. request the applicant to provide, within the fixed time limit, the missing documentation confirming that the entrepreneur complies with the conditions set forth by the law and required for conducting a given economic activity; otherwise the application shall not be considered;
2. verify the facts provided in the application to grant concession in order to determine whether the entrepreneur complies with the conditions of conducting economic activity covered by concession and whether it provides a guarantee of the proper performance of the activity covered by the concession.

---

#### **Article 51.**

1. If the authority granting concessions is to grant a limited number of concessions, this fact should be announced in the Official Gazette of the Republic of Poland 'Monitor Polski'.
2. The announcement referred to in paragraph 1 hereof shall contain:
  - a. the objects and scope of economic activity for which concession shall be granted;
  - b. the number of concessions;
  - c. special conditions of conducting economic activity for which concession shall be granted, if the authority granting concessions provides that they are to be laid down, within provisions of separate Acts;
  - d. the time limit and place for submitting applications to grant concession;
  - e. the required documents and additional information;
  - f. the period for which concession may be granted.
3. The provision of Article 60 hereof shall not apply.

---

#### **Article 52.**

1. If the number of entrepreneurs meeting the conditions for granting concession and providing a guarantee of the proper performance of the activity covered by concession is greater than the scheduled number of concessions to be granted, the authority granting concessions shall launch a tender procedure for granting concession.
2. In the course of proceedings to grant concession for broadcasting radio and television programmes, the authority granting concessions shall launch a tender procedure referred to in paragraph 1 hereof, if as a result of evaluation of applications pursuant to Article 36 of the Broadcasting Act of 29 December 1992 (Journal of Laws of 2001 No. 101, item 1114, as amended) the number of entrepreneurs remains greater than the number of concessions.

---

### **Article 53.**

1. The authority granting concessions shall announce the necessity to launch a tender procedure among the entrepreneurs referred to in Article 52 (1) hereof in the Official Gazette of the Republic of Poland 'Monitor Polski' .
2. In the announcement, the authority granting concessions shall also determine:
  - a. the minimum fee required to grant the concession - not lower than the stamp duty or other fee due under public law provided for in separate provisions for granting concession;
  - b. the place and time limit for submitting offers;
  - c. detailed requirements to be met by an offer;
  - d. the amount, form and date of payment of a tendering security;
  - e. the date of tender results announcement.
3. The tender shall be carried out by a competent authority granting concessions.
4. The offer drawn up in the Polish language shall be submitted within the time limit, place and form stipulated in paragraphs 1 and 2 hereof, in sealed envelopes.
5. The offer shall contain:
  - a. the entrepreneur's company name, registered office and address or place of residence and address, as well as the address of the main place where economic activity is conducted;
  - b. the declared amount of fee for granting the concession.
6. Submitted offers shall not be withdrawn.

---

### **Article 54.**

1. The authority granting concessions shall select offers in the number corresponding to the number of concessions referred to in Article 51 (2), point 2 hereof, based on the declared amounts of fee for granting concession.
2. If several entrepreneurs declare a fee in the same amount, the authority granting concessions shall require those entrepreneurs to declare the amount of fee again and shall select the offer of the entrepreneur who declares the higher amount.
3. The authority granting concessions shall inform the tenderers of tender results in writing and without delay, after the tender results have been announced, and:

- a. shall return the tendering securities to those entrepreneurs whose offers have not been selected;
  - b. shall consider the tendering securities against the part of the fee for those entrepreneurs whose offers have been selected.
4. The authority granting concessions shall grant concessions to entrepreneurs whose offers have been selected.

---

**Article 55.**

1. The entrepreneur who submits company confidential information, within the meaning of provisions on fair trading, during the proceedings to grant concession may submit an application to provide for a confidentiality clause as regards the aforementioned information.
2. The information is subject to the confidentiality clause provided that the entrepreneur:
  - a. justifies the claim while submitting such information;
  - b. prepares a summary of the submitted information which may be made available to the other parties to the tendering procedure.
4. The information subject to the confidentiality clause shall not be made available to other parties to the proceedings without consent of the entrepreneur who submitted this information.

---

**Article 56.**

1. The authority granting concessions may refuse to grant a concession or limit its scope in relation to the application for granting concession or refuse to alter the concession:
  - a. if the entrepreneur fails to comply with the requirements of conducting economic activity covered by concession and provided for in the Act or requirements made known to entrepreneurs pursuant to Articles 48 (2) or 51 (1) hereof;
  - b. if there is a threat to defence and security of the state or citizens;
  - c. if as a result of the tendering procedure referred to in Article 52 hereof, a concession has been granted to another entrepreneur or entrepreneurs;
  - d. in cases provided for in separate provisions.
2. The authority granting concessions may temporarily withhold granting concessions due to reasons provided for in paragraph 1, point 2 hereof, issuing a proper announcement in the Official Gazette of the Republic of Poland 'Monitor Polski'.

---

**Article 57.**

1. The authority granting concessions shall be authorised to inspect economic activity with respect to:
  - a. the compliance of the conducted activity with the concession granted;

- b. the compliance with the requirements of conducting economic activity;
  - c. the state defence and security, protection of security or personal property of citizens.
2. Persons authorised by the authority granting concessions to perform the control shall be, in particular, authorised to:
    - a. enter the premises, real estate, facility or their parts, where the economic activity covered by concession is conducted, on days and during hours when this activity is conducted or should be conducted;
    - b. demand verbal or written clarifications, presentation of documents or other carriers of information, and access to the data related to the scope of the control.
  3. The authority granting concessions may request the entrepreneur to eliminate the identified infringements within the fixed time limit.

---

**Article 58.**

1. The authority granting concessions shall revoke the concession if:
  - 1) the entrepreneur is prohibited to conduct economic activity covered by concession under a legally binding decision of the court;
  - 2) the entrepreneur has failed to undertake economic activity covered by concession within the fixed time limit, or a permanent discontinuation of economic activity covered by concession has occurred.
2. The authority granting concessions shall revoke the concession or alter its scope if the entrepreneur:
  - 1) is in gross breach of the conditions laid down in concession or other conditions of conducting economic activity covered by the concession set forth by the law;
  - 2) has failed to correct the actual status or the legal status inconsistent with the conditions laid down in the concession or with the provisions on the economic activity covered by concession within the fixed time limit.
3. The authority granting concessions may revoke concession or alter its scope in view of a threat to state defence and security or security of citizens, as well as in the case of a declaration of bankruptcy of the entrepreneur.

---

**Article 59.**

The entrepreneur shall notify the authority granting concessions of any changes of the data referred to in Article 49 hereof, within 14 days from the date of their occurrence.

---

**Article 60.**

1. The entrepreneur who intends to undertake economic activity that requires a concession may apply for a promise to grant concession, hereinafter referred to as 'the promise'. Under the promise, a concession shall be granted subject to the fulfilment of the conditions set for the economic activity that requires the concession.
2. In the course of proceedings to grant a promise, provisions concerning granting concession shall apply, excluding Articles 52-54.
3. The promise shall have a fixed validity period that shall not be shorter than 6 months.
4. Within the validity period of the promise, a concession to conduct economic activity provided for in the promise shall not be denied, unless:
  - a. the data provided in the application to grant a promise have changed;
  - b. the applicant has failed to meet all the conditions determined in the promise;
  - c. the circumstances referred to in Article 56 (1), points 1 and 2 hereof have occurred.

---

#### **Article 61.**

The entrepreneur whose concession has been revoked for reasons referred to in Article 58 (1), point 1 and 58 (2) may submit an application to grant another concession in the same scope, not earlier than 3 years following the date the decision to revoke the concession has been issued.

---

#### **Article 62.**

1. The stamp duty shall be charged for granting or altering concessions as well as for granting promises, unless otherwise provided for in separate Acts, subject to provisions of paragraph 2.
2. If the concession has been granted in a tender procedure, the fee referred to in Article 54 (1) or (2) hereof shall be charged.
3. The fee referred to in Article 54 (1) or (2) shall be transferred to the bank account of the authority granting concessions, unless otherwise provided for in separate Acts.

---

#### **Article 63.**

In matters not provided for in Articles 47-61, provisions of separate Acts regulating economic activity covered by concession shall apply.

---

#### **Article 64.**

1. If a provision of a separate Act provides that a given type of activity is a regulated activity within the meaning of this Act, the entrepreneur may conduct this activity, provided that he meets the specific conditions laid down in the said provisions of this separate Act and following the registration in the Regulated Activity Register, subject to provisions of Article 75.
2. The stamp duty shall be charged for making an entry in the Regulated Activity Register, unless otherwise provided for in separate provisions.

---

**Article 65.**

1. The authority keeping the Regulated Activity Register pursuant to provisions referring to a specific economic activity shall make an entry upon the entrepreneur's application, after the entrepreneur submits a statement on meeting the conditions required to conduct this activity.
2. The statement shall be submitted in writing to the authority keeping the Regulated Activity Register.
3. The entrepreneur subject to entry in the Records may also submit the application together with the statement to the competent authority keeping the Records, indicating the authority keeping the Regulated Activity Register.
4. The content of the statement, the method of keeping the Regulated Activity Register and data subject to registration are laid down in the provisions of Acts regulating a given activity.
5. The authority keeping the Regulated Activity Register shall issue a certificate of the entry made in the register ex officio.

---

**Article 66.**

1. The Regulated Activity Register shall not be confidential. Everyone shall have the right to access data included therein through the authority keeping the register.
2. The registration files, in particular, the documents underlying the entry in the register and decisions on the removal from the register, shall be kept for each entrepreneur entered in the Regulated Activity Register.
3. The entry in the register may be removed only in the cases provided for in the Act.
4. The authority keeping the register shall, ex officio, correct an entry containing obvious errors or inconsistencies in comparison with the actual status.
5. The entrepreneur shall notify of any change of data entered in the register within 14 days from the occurrence of the event that caused the change.

---

**Article 67.**

1. The authority keeping the Regulated Activity Register shall enter the entrepreneur in the register within 7 days following the date of receipt of an application for the entry together with a statement on meeting the conditions required to conduct economic activity for which the register is kept.
2. If a competent authority fails to make an entry within the time limit referred to in paragraph 1, and 14 days have passed since the receipt of the application, the entrepreneur may undertake the activity upon prior notification submitted in writing to the authority which has failed to make the entry. This provision shall not apply if the authority has requested the entrepreneur to provide missing data in the application for an entry not later than within 7 days from the date of its receipt. In such case, the time limit referred to in the first sentence shall run, accordingly, from the day of receipt of missing data in the application for the entry.

---

**Article 68.**

The authority keeping the Regulated Activity Register shall, by way of a decision, refuse to enter the entrepreneur into the register in the case if:

1. the entrepreneur is prohibited to conduct economic activity covered by the entry under a legally binding decision;
2. the entrepreneur has been removed from a Regulated Activity Register for reasons referred to in Article 71 (1), within 3 years preceding the submission of the application.

---

**Article 69.**

The entrepreneur shall keep all the documents required to confirm that the conditions required for the performance of the regulated economic activity have been met.

---

**Article 70.**

The compliance with the conditions required for the performance of the regulated economic activity by the entrepreneur is subject to control conducted, in particular, by the authority keeping a given Regulated Activity Register. The provision of Article 57 shall apply respectively.

---

**Article 71.**

1. The authority keeping the Regulated Activity Register shall issue a decision prohibiting the entrepreneur from conducting the activity covered by the entry, if:
  - a. the entrepreneur has submitted a statement referred to in Article 65, inconsistent with the actual state;
  - b. the entrepreneur has failed to correct a breach of conditions required to conduct the regulated activity within the time limit set by the authority;
  - c. the gross breach of conditions required for the performance of the regulated activity by the entrepreneur has been ascertained.
2. The decision referred to in paragraph 1 hereof shall take effect without delay.
3. In the case of issuing the decision referred to in paragraph 1 hereof, the authority, ex officio, removes the entrepreneur from the Regulated Activity Register.

---

**Article 72.**

1. The entrepreneur who has been removed from the Regulated Activity Register may be re-entered in this register not earlier than after the expiration of the period of 3 years following the date of issuing the decision to remove it from the Regulated Activity Register for the reasons referred to in Article 71 (1) hereof.
2. The provision of paragraph 1 hereof shall apply to the entrepreneur who has been conducting economic activity without an entry in the Regulated Activity Register.

---

### **Article 73.**

The authority keeping a Regulated Activity Register shall remove the entrepreneur from the register upon its application.

---

### **Article 74.**

In matters not regulated by Articles 64-73 hereof, the provisions of Acts specifying the performance of the economic activity on the basis of an entry in a Regulated Activity Register shall apply.

---

### **Article 75.**

1. A permit is required to conduct the economic activity in the scope set forth in the provisions of:
  1. the Act of 26 October 1982 on upbringing in sobriety and alcoholism prevention (Journal of Laws of 2002 No. 147, item 1231, as amended);
  2. the Act of 29 July 1992 on games and para-mutual betting (Journal of Laws of 2004 No. 4, item 27);
  3. the Act of 20 October 1994 on special economic zones (Journal of Laws No. 123, item 600, as amended);
  4. the Act of 13 September 1996 on maintaining tidiness and order within communes (Journal of Laws No. 132, item 622, as amended);
  5. the Act of 24 April 1997 on prevention of drug abuse (Journal of Laws of 2003 No. 24, item 198 and No. 122, item 1143);
  6. the Act of 20 June 1997 - Road Traffic Law (Journal of Laws of 2003 No. 58, item 515, as amended) referring to production of licence plates;
  7. the Act of 21 August 1997 - Law on Public Trading in Securities (Journal of Laws of 2002 No. 49, item 447, as amended);
  8. the Act of 28 August 1997 on the organisation and operation of retirement pension funds (Journal of Laws of 2004 No. 159, item 1667);
  9. the Act of 29 August 1997 - Banking Law;
  10. the Act of 21 July 2000 - Telecommunications Law (Journal of Laws No. 73, item 852, as amended);
  11. the Act of 26 October 2000 on commodity markets (Journal of Laws No. 103 item 1099, as amended);
  12. the Act of 27 April 2001 on waste (Journal of Laws No. 62, item 628, as amended);
  13. the Act of 11 May 2001 - Measurements Law (Journal of Laws No. 63, item 636, as amended);
  14. the Act of 7 June 2001 on water supply and sewerage system for public use (Journal of Laws No. 72, item 747, of 2002 No. 113, item 984 and of 2004 No. 96, item 959);
  15. the Act of 22 June 2001 on genetically modified organisms (Journal of Laws No. 76 item 811, as amended) regarding the operation of a reference laboratory;
  16. the Act of 23 August 2001 on animal feed (Journal of Laws No. 123 item 1350, of 2003 No. 122, item 1144, No. 208, item 2020 and of 2004 No. 91, item 877);
  17. the Act of 6 September 2001 - Pharmaceutical law (Journal of Laws of 2004 No. 53, item 533, as amended);

- 18 . the Act of 6 September 2001 on road transport (Journal of Laws No. 125, item 1371, as amended);
  - 19 . the Act of 19 February 2004 on fisheries (Journal of Laws No. 62, item 574);
  - 20 . the Act of 3 July 2002 - Aviation Law (Journal of Laws No. 130, item 1112, as amended);
  - 21 . the Act of 12 September 2002 on electronic payment instruments (Journal of Laws No. 169, item 1385 and of 2004 No. 91, item 870 and No. 96, item 959);
  - 22 . the Act of 22 May 2003 on insurance activity (Journal of Laws No. 124, item 1151 and of 2004 No. 91, item 870 and No. 96, item 959);
  - 23 . the Act of 22 May 2003 on insurance brokerage (Journal of Laws No. 124 item 1154 and of 2004 No. 96 item 959);
  - 24 . the Act of 12 June 2003 - Postal Law (Journal of Laws No. 130, item 1188 and of 2004 No. 69, item 627 and No. 96, item 959);
  - 25 . the Act of 23 January 2004 on excise duty (Journal of Laws No. 29, item 257 and No. 68, item 623);
  - 26 . the Act of 27 May 2004 on investment funds (Journal of Laws No. 146, item 1546).
2. A permit or submission of a notification is required for conducting the activity connected with the exposure to ionising radiation, as provided for in the Act of 29 November 2000. - Atomic Law (Journal of Laws of 2004 No. 161, item 1689).
  3. A licence is required for the performance of the economic activity referred to in the provisions of:
    - a. the Act of 6 September 2001 on road transport;
    - b. the Act of 28 March 2003 on railway transport (Journal of Laws No. 86, item 789, as amended).
  4. A permission is required for the operation of a payment system or a securities clearing system within the scope set forth in the provisions of the Act of 24 August 2001 on the finality of clearing in payment systems and securities clearing systems and rules of the supervision of these systems (Journal of Laws No. 123, item 1351, as amended).
  5. The authorities granting licences and permissions as well as all the conditions of conducting the activity covered by permits, licences and permissions, and the rules and procedures for issuing decisions on permits, licences and permissions are laid down in the provisions of Acts referred to in paragraphs 1-4.

---

#### **Article 76.**

If the provisions regulating a given economic activity stipulate that granting, refusing to grant, altering the scope and revoking concessions and permits, as well as keeping Regulated Activity Registers shall be the tasks of local administration authorities, these tasks shall be performed within the government administration tasks.

## **Chapter 5 - Control of the entrepreneur**

### **Article 77.**

1. Public administration authorities shall control entrepreneurs in line with the terms and conditions set forth herein.
  2. In cases not provided for in this chapter provisions of specific Acts shall apply.
  3. The substantial scope of the control of the entrepreneur's economic activity and authorities authorised to carry out the control are set forth in separate Acts.
- 

### **Article 78.**

1. If it is claimed that economic activity is not conducted in compliance with the provisions of the Act, and if the following has been found: threat to life or health, risk of considerable property damage or considerable environmental impact as a result of this activity, a head of the commune, a mayor or a town president shall immediately notify competent public administration authorities.
  2. Authorities notified of such cases shall immediately notify the head of the commune, mayor or town president of the actions undertaken.
  3. If the notification referred to in paragraph 1 above is not possible, the head of the commune, the mayor or the town president may issue a decision to suspend economic activity for a required period of time, but not longer than for 3 days.
  4. If any threat to life or health, risk of considerable property damage or considerable environmental impact caused by this activity has been found, the decision to suspend the economic activity shall be put into effect immediately.
- 

### **Article 79.**

1. Controls may be carried out by employees of control authorities based of their official ID cards authorising them to carry out such controls and after the entrepreneur has received a decision on authorising the control of the entrepreneur's economic activity, unless specific provisions determine that the control may be carried out based on the official ID card only. If this is the case, authorisation shall be submitted to the entrepreneur in due time specified in these provisions.
2. Controls may be carried out by persons other than control authorities employees, if provisions of separate Acts provide for such procedure.
3. A separate authorisation is required on each occasion if other persons are authorised to carry out the control. This change must not extend the control completion date set earlier.
4. The authorisation referred to in paragraph 1 shall specify, at least, the following:
  - a. the legal basis;
  - b. the control authority;
  - c. the date and place of issue;
  - d. the name and surname of an employee of the control authority authorised to carry out the control and number of his/her official ID card;
  - e. the name of the entrepreneur's company that is subject to control;
  - f. the substantial scope of the control;
  - g. the starting date and expected completion date of the control;

- h. the signature, position or function of a person granting the authorisation;
  - i. the instruction on the rights and obligations of the entrepreneur subject to control.
5. The scope of the control must be the same as the scope specified in the authorisation.

---

**Article 80.**

1. Controls shall be carried out in the presence of the entrepreneur subject to control or his/her authorised representative.
2. Provision set forth in paragraph 1 above shall not apply if:
  - a. otherwise provided for in ratified international agreements;
  - b. carrying out the control is necessary during the prosecution or investigation proceedings against the entrepreneur;
  - c. the separate provisions provide for the control to be carried out during the proceedings concerning this entrepreneur;
  - d. the control is justified, as the threat to human life and health and considerable risk to the environment has been identified.
3. The entrepreneur subject to control shall appoint a person authorised to represent the entrepreneur during the control, in particular, when the entrepreneur is not present. The appointment shall be made in writing.

---

**Article 81.**

1. Entrepreneurs shall maintain and keep the following documents: a control book, the control reports and authorisations. These documents shall be kept at the entrepreneur's registered office and made available to control authorities on request.
2. The control book contains entries made by the control authority. These entries include:
  - a. indication of the control authority;
  - b. indication of the control authorisation;
  - c. the substantial scope of the control;
  - d. the starting date and the completion date of the control;
  - e. the follow-up recommendations and identification of the follow-up measures.
3. In the control book, entrepreneurs shall record all follow-up recommendations put into effect or waived by the control authority, its governing authority or administrative court.

---

**Article 82.**

1. More than one control of the entrepreneur's economic activity at a time must not be carried out. This provision shall not apply if:

- a. otherwise provided for in ratified international agreements;
  - b. carrying out the control is necessary during the prosecution or investigation proceedings against the entrepreneur;
  - c. the separate provisions provide for the control to be carried out during the proceedings concerning this entrepreneur;
  - d. the control is justified, as the threat to human life and health or considerable risk to the environment has been identified;
  - e. the control concerns the basis of the VAT return before the return is made;
  - f. the control must be carried out as part of the obligations arising under the provisions of the Community law on the protection of competition or the provisions of the Community law on the protection of the European Community financial interest.
2. If the entrepreneur's economic activity has already been subject to the control carried out by another authority, the control authority shall discontinue control and fix an appropriate date with the entrepreneur when the control may be carried out.

---

### **Article 83.**

1. The total period of all the controls of one entrepreneur carried out by the control authority during one calendar year must not be longer than:
  - a. with respect to the entrepreneurs referred to in chapter 7 hereof - 4 weeks,
  - b. with respect to other entrepreneurs - 8 weeks.
2. The period of the control shall not be subject to any restrictions if:
  - a. otherwise provided for in ratified international agreements;
  - b. carrying out the control is necessary during the prosecution or investigation proceedings against the entrepreneur;
  - c. the separate provisions provide for the control to be carried out during the proceedings carried out by the control authority;
  - d. the control is justified, as the threat to human life and health or considerable risk to the environment has been identified;
  - e. the control concerns the basis of the VAT return before the return is made;
  - f. the control must be carried out as part of the obligations arising under the provisions of the Community law on the protection of competition or the provisions of the Community law on the protection of the European Community financial interest.
3. If the duration of the control is to be extended, a written justification shall be required. The justification should be submitted to the entrepreneur and recorded in the control book before the control is resumed.
4. If the control has revealed a gross breach of the law on the part of the entrepreneur, another control may be carried out during the calendar year within the same substantial scope, and its duration shall not be counted against the period of time referred to in paragraph 1 above.

---

### **Article 84.**

Provisions of Articles 82 and 83 shall not apply in the case of the economic activities conducted by entrepreneurs within the scope of:

1. special tax supervision - pursuant to the Act of 24 July 1999 on Customs Service (Journal of Laws of 2004 No. 156, item 1641);
2. surveillance of the capital market and commodities market - pursuant to the Act of 21 August 1997 - the Law on Public Trading in Securities, Act of 27 May 2004 on investment funds (Journal of Laws No. 146, item 1546), and the Act of 26 October 2000 on commodities markets;
3. banking supervision - pursuant to the Act of 29 August 1997 - Banking Law, and the Act of 29 August 1997 on the National Bank of Poland (Journal of Laws No. 140, item 938, as amended), as well as supervision of electronic money institutions - pursuant to the Act of 12 September 2002 on electronic payment instruments;
4. insurance supervision - pursuant to the Act of 22 May 2003 on insurance activity and the Act of 22 May 2003 on pension and insurance supervision and the Ombudsman of the Insured (Journal of Laws No. 124, item 1153 and No. 170, item 1651, and of 2004 No. 93, item 891 and No. 96, item 959);
5. pension supervision - pursuant to the Act of 22 August 1997 on employee's pension schemes (Journal of Laws of 2001 No. 60, item 623 and of 2002 No. 25, item 253 and No. 141, item 1178), the Act of 28 August 1997 on the organisation and operation of pension funds (Journal of Laws of 2004 No. 159, item 1667), and the Act of 22 May 2003 on pension and insurance supervision and the Ombudsman of the Insured;
6. veterinary supervision - pursuant to the Act of 21 August 1997 on the protection of animals (Journal of Laws of 2003 No. 106, item 1002 and of 2004 No. 69, item 625, No. 92, item 880 and No. 96, item 959), the Act of 23 August 2001 on animal feed, the Act of 6 September 2001 - Pharmaceutical Law, the Act of 27 August 2003 on veterinary border controls (Journal of Laws No. 165, item 1590 and of 2004 No. 69, item 625), the Act of 10 December 2003 on veterinary control in trade (Journal of Laws of 2004 No. 16, item 145), the Act of 29 January 2004 on veterinary requirements for products of animal origin (Journal of Laws No. 33, item 288), the Act of 29 January 2004 on the Veterinary Inspection (Journal of Laws No. 33, item 287 and No. 91, item 877), and the Act of 11 March 2004 on the protection of animal health and counteracting transmissible animal diseases (Journal of Laws No. 69, item 625)

## **Chapter 6 - Branch offices and representative offices of foreign entrepreneurs**

### **Article 85.**

1. To conduct economic activity within the territory of the Republic of Poland, foreign entrepreneurs may establish branch offices, hereinafter referred to as 'branch offices', with their registered office within the territory of the Republic of Poland on the basis of the principle of reciprocity, unless otherwise provided for in ratified international agreements.
2. In the case of branch offices established by foreign entrepreneurs from the European Union Member States and European Free Trade Association (EFTA) member countries - parties to the European Economic Area Agreement, provisions of Article 13 (1) shall apply respectively.

---

### **Article 86.**

A foreign entrepreneur establishing a new branch office may conduct economic activity only within the defined scope of business of the foreign entrepreneur.

---

**Article 87.**

The foreign entrepreneur establishing a new branch office shall appoint a person authorised to represent the foreign entrepreneur in this branch.

---

**Article 88.**

The foreign entrepreneur may undertake economic activity in a branch office only after the branch office has been registered in the Register of Entrepreneurs. Rules of recording the entries in the Register of Entrepreneurs are subject to provisions of a separate Act.

---

**Article 89.**

Notwithstanding the obligations defined in the provisions on the National Court Register, foreign entrepreneurs shall:

1. specify the name, surname and address of a person authorised to represent the foreign entrepreneur in a branch within the territory of the Republic of Poland;
  2. attach a notarised specimen signature of the person referred to in point 1 above;
  3. if the entrepreneur operates under the Deed of Incorporation, Articles of Association or By-laws - submit relevant copies of the aforementioned documents to the registry records of the branch office along with a certified translation into Polish; if more than one branch office has been established by the entrepreneur within the territory of the Republic of Poland, the aforementioned documents may be submitted to the files of one branch office, but the registry records of the other branch offices must specify the name of this branch office, the court where these files are kept, and number of the branch office in the register;
  4. if the entrepreneur operates based on an entry in a register - submit a copy of this entry to the registry records along with a certified translation into Polish; if more than one branch office has been established by the entrepreneur within the territory of the Republic of Poland, the aforementioned documents may be submitted to the files of one branch office, but the registry records of the other branch offices must specify the name of this branch, the court where these files are kept, and number of the branch office in the register.
- 

**Article 90.**

The foreign entrepreneur establishing a branch office shall:

1. use the original name of the foreign entrepreneur as the designation of this branch office along with the legal form of the foreign entrepreneur translated into Polish and the phrase 'branch office in Poland' (in Polish);
2. keep separate accounts of the branch office in the Polish language pursuant to the provisions of the Accounting Act;

3. notify the competent Minister of Economy of any changes of the actual and legal status related to circumstances referred to in Article 91 (1), point 2 below within 14 days following the occurrence of the said circumstances .

---

**Article 91.**

1. The competent Minister of Economy shall issue a decision to prohibit the foreign entrepreneur from conducting the economic activity in a branch office if:
  - a. the branch office is in gross breach of the Polish law or does not meet the obligation referred to in Article 90, point 3 above;
  - b. the proceedings have been initiated to liquidate the business of the foreign entrepreneur who opened the branch office or this entrepreneur has lost the right to conduct economic activity;
  - c. the activities of the foreign entrepreneur pose a threat to the national security and defence, protection of state secrets or any other important public interest.
2. If the decision referred to in paragraph 1 above has been issued, the competent Minister of Economy shall notify the person referred to in Article 89, point 1 of the obligation to initiate the procedure of liquidation of the branch office within a specified period of time of, at least, 30 days. A copy of the decision referred to in paragraph 1 shall be sent by the Minister to a competent registry court.

---

**Article 92.**

Liquidation of branch offices shall, respectively, be subject to provisions of the Code of Commercial Companies referring to liquidation of limited liability companies.

---

**Article 93.**

Foreign entrepreneurs may establish representative offices, hereinafter referred to as 'representative offices', with their registered office within the territory of the Republic of Poland.

---

**Article 94.**

The scope of the activities of a representative office shall include exclusively advertising and promotion of the foreign entrepreneur.

---

**Article 95.**

1. Representative offices may also be established by foreign persons appointed to promote the economy of the country of their headquarters, but the scope of activities

of such representative office may be limited exclusively to advertising and promotion of the economy of the said country.

2. The provisions of this chapter shall apply, respectively, to the representative office referred to in paragraph 1.

---

#### **Article 96.**

1. Establishment of a representative office requires an entry in the register of foreign representative offices, hereinafter referred to as the 'register of representative offices', kept by the competent Minister of Economy.
2. The entry in the register of representative offices shall be made upon the relevant application and in line with its contents.

---

#### **Article 97.**

1. The application referred to in Article 96 (2) above shall be drawn up in the Polish language and shall include:
  - a. the name, registered office and legal form of the foreign entrepreneur;
  - b. the scope of economic activities of the foreign entrepreneur;
  - c. the name, surname and address of a person authorised to represent the foreign entrepreneur in the representative office within the territory of the Republic of Poland;
  - d. the address of the representative office within the territory of the Republic of Poland.
2. The following documents shall be attached to the application:
  - a. if the foreign entrepreneur operates under the Deed of Incorporation, Articles of Association or By-laws - a copy of the document;
  - b. if the foreign entrepreneur operates or conducts economic activity on the basis of an entry in the register - a copy of this entry;
  - c. a declaration of the foreign entrepreneur referring to the establishment of the representative office within the territory of the Republic of Poland;
  - d. a relevant document confirming the legal right of the foreign entrepreneur to the premises (real estate) where economic activities are to be conducted.
3. Documents referred to in paragraph 2 above that have been drawn up in foreign languages shall be submitted along with a certified translation into Polish.

---

#### **Article 98.**

1. A certificate of an entry in the register of representative offices shall be issued ex officio. This certificate contains data referred to in Article 97 (1) above, as well as the entry number and entry date.
2. The register of representative offices shall not be confidential.

---

#### **Article 99.**

1. The competent Minister of Economy shall issue a decision to refuse an entry in the register of representative offices if:
  - a. the establishment of the representative office might pose a threat to the national security and defence, protection of state secrets or any other important public interest,
  - b. the application referred to in Article 96 (2) hereof refers to economic activities outside the scope defined in Articles 94 and 95 (1) or does not contain required information (and this information has not been completed by a fixed date) or if documents referred to Article 97 (2) have not been attached to the application.
2. If the entry is refused for reasons referred to in paragraph 1, point 1 above, no factual justification is required.

---

**Article 100.**

A foreign entrepreneur that has established a representative office shall:

1. use the original name of the foreign entrepreneur as the designation of this representative office along with the legal form of the foreign entrepreneur translated into Polish and the phrase 'representative office in Poland' in Polish;
2. keep separate accounts of the representative office in the Polish language pursuant to the provisions of the Accounting Act;
3. notify a competent Minister of Economy of any changes of the actual and legal status related to data referred to in Article 97, initiation and completion of the process of liquidation of the foreign entrepreneur's business, and the loss of the right to conduct economic activity or manage assets by the foreign entrepreneur - within 14 days following the day of the occurrence of the said circumstances; the notification of changes shall be subject to provisions of Article 97 hereof, respectively.

---

**Article 101.**

1. The competent Minister of Economy shall issue a decision to prohibit the foreign entrepreneur from conducting the economic activity in a representative office if:
    - a. the representative office is in gross breach of the Polish law or does not meet the obligation referred to in Article 100, point 3;
    - b. the proceedings have been initiated to liquidate the business of the foreign entrepreneur who opened the representative office or this entrepreneur has lost the right to conduct economic activity;
    - c. the activities of the foreign entrepreneur pose a threat to the national security and defence, protection of state secrets or any other important public interest.
  2. The liquidation of representative offices shall be, respectively, subject to provisions of Article 91 (2) hereof and provisions of the Code of Commercial Companies referring to liquidation of limited liability companies.
-

#### **Article 102.**

1. After the representative office has been liquidated, the foreign entrepreneur shall notify the competent Minister of Economy thereof within 14 days following the completion of liquidation proceedings.
2. After the representative office has been liquidated, the competent Minister of Economy shall issue a decision to remove the representative office from the register of representative offices.

## **Chapter 7 - Micro, small and medium-sized enterprises**

#### **Article 103.**

With due respect to the principles of equality and fair competition, the State shall create favourable conditions for the operation and development of micro, small and medium-sized enterprises, in particular, by:

1. initiating changes of the legal status to support the development of micro, small and medium-sized enterprises, including changes referred to the access to financial resources coming from credits and loans, as well as credit guarantees;
2. supporting institutions that provide funds to finance business operations on favourable terms as part of the state aid schemes;
3. ensuring equal terms and conditions of conducting economic activities as regards public and legal obligations;
4. facilitating the access to information, training and advisory services;
5. supporting institutions and organisations that undertake actions to the benefit of entrepreneurs;
6. promoting the co-operation of micro, small and medium sized enterprises with other Polish and foreign entrepreneurs.

---

#### **Article 104.**

A 'microenterprise' shall mean an enterprise which met, within at least one of the past two fiscal years, the following conditions:

1. employed, on average, less than 10 employees in a year, and
2. generated the annual net turnover from sales of products, goods and services and financial operations of less than the equivalent of EUR 2 million expressed in PLN, or if the balance sheet total value of assets as at the end of one of these two years was less than the equivalent of EUR 2 million expressed in PLN.

---

#### **Article 105.**

A 'small enterprise' shall mean an enterprise which met, within at least one of the past two fiscal years, the following conditions :

1. employed, on average, less than 50 employees in a year, and

2. generated the annual net turnover from sales of products, goods and services and financial operations of less than the equivalent of EUR 10 million expressed in PLN, or if the balance sheet total value of assets as at the end of one of these two years was less than the equivalent of EUR 10 million expressed in PLN.

---

#### **Article 106.**

A 'medium-sized enterprise' shall mean an enterprise which met, within at least one of the past two fiscal years, the following conditions:

1. employed, on average, less than 250 employees in a year, and
2. generated the annual net turnover from the sales of products, goods and services and financial operations of less than the equivalent of EUR 50 million expressed in PLN, or if the balance sheet total value of assets as at the end of one of these two years was less than the equivalent of EUR 43 million expressed in PLN.

---

#### **Article 107.**

Values expressed in EUR referred to in Articles 104-106 above shall be converted into PLN based on the average exchange rate set by the National Bank of Poland as of the last day of the fiscal year selected to determine the status of the entrepreneur.

---

#### **Article 108.**

The status of micro, small or medium-sized enterprise shall not be assigned, respectively, if other entrepreneurs, the State Treasury, or local self-government authorities hold:

1. 25 % and more shares or contributions;
2. right to 25% and more share in profit;
3. 25 % and more votes at the general meeting of shareholders, general meeting of partners or general meeting of the co-operative.

---

#### **Article 109.**

1. The average annual employment shall be calculated based on full-time posts.
2. The calculation of average annual employment shall not include employees on maternity and parental leaves, as well as employees in internship.
3. If the entrepreneur has been running business for less than one year, the expected net turnover from sales of products, goods and services, financial operations, and average annual employment shall be estimated based on the data from the last period documented by the entrepreneur.
4. The competent Minister of Economy shall issue a regulation to determine the detailed procedure of calculation of net turnover from sales of products, goods and services, financial operations and average annual employment, taking into account the entrepreneurs who have been running business for less than one year.

---

**Article 110.**

1. To be granted public aid, the entrepreneur shall submit a declaration to the authority granting aid that conditions defined in Articles 104-106 and 108 have been met.
2. This declaration shall be in writing, unless otherwise provided for in separate provisions.
3. Provisions of paragraphs 1 and 2 above shall not affect any rights of the authority granting aid to carry out the control of the actual status of the entrepreneur's business.

## **Chapter 8 - Final provision**

**Article 111.**

The Act shall enter into force on a day and on terms and conditions set forth in the Act - Introductory Provisions to the Act on freedom of economic activity.

President of the Republic of Poland:  
*A. Kwaśniewski*