



DOCUMENTS REQUIRED FOR INCORPORATION
OF A LIMITED PARTNERSHIP IN POLAND
IF THE PARTNERS ARE LEGAL PERSONS

Dear
Sir/Madam

Please note that Limited Partnership according to Polish regulations has two partners: General Partner whose responsibility is unlimited and Limited Partner whose responsibility is limited up to agreed limited liability amount. Both Partners can be either legal persons or physical persons and below you can find description of required documents for legal entities.

No	Document	Description	Responsible party
1.	Excerpts from the Commercial Registers of the partners	Original or notarized and (if issued abroad) apostilled and sworn translated into Polish. Furthermore the documents must be not older than the last three months. Needs to show the address, company number, directors and shareholder(s) of the holding companies.	Client Trinity can prepare the sworn translation of the documents, if necessary.
2.	Power of Attornies (to incorporate the company)	If required, these documents can be given to a proxy (for example: Trinity staff member) to represent the partner(s) in front of the Polish authorities in the process of setting up a limited partnership. The document must be notarized and (if issued abroad) apostilled and sworn translated into Polish. Trinity can provide the Client with draft bilingual versions of such PoA's. In such situation the sworn translation of the document is not required. PoA's must be duly signed by the representatives of the partners.	Client Trinity can draft a bilingual versions of the PoA's for Client's signature(s) or arrange their sworn translation, if necessary.
3.	Specimen signatures of all representatives of the General Partner of the new company	Notarized and (if issued abroad) apostilled and sworn translated into Polish.	Client Trinity can prepare a template of such document on Client's request and arrange its sworn translation into Polish.
4.	Articles of Association	In a form of a notarial deed. It is an obligatory document necessary for incorporation of a Polish limited partnership. The document must be signed in Poland in front of a notary by a representative of the shareholder(s) (its directors or a proxy on the basis of the above PoA). The AoA should statutorily contain information on: <ul style="list-style-type: none"> • the company's name, seat, address (Trinity can provide the company with a registered address, if required); • the scope of the company's activity; • the term of existence of the entity, if definite; • the amount of the cash contributions made by each partner; • the limited liability amount which reflects the limitation of liability of the Limited Partner against Creditors. 	Trinity provides the Client with a draft of standard AoA in Polish and English plus a bilingual version of the possible scope of activity as per the national activity codes (PKD). Client decides on the final version of the wording of the AoA. Trinity arranges the notary meeting for signing.

No	Document	Description	Responsible party
5.	Bank documents	<p>In accordance with Polish law the partners must provide the limited partnership with their contributions. Trinity will arrange the opening of the company's bank account in three currencies – PLN, EUR and USD in a bank preferred by the Client.</p> <p>There are two options of signing the bank documentation:</p> <ol style="list-style-type: none"> 1. Bank documents can be signed in front of a bank officer by the persons authorized in the Bank Signatory Card and the company's representatives or; 2. Bank documents can be sent to the Client with a request for organizing proper signatures. Client is then responsible to return the signed documentation back to Trinity together with notarized and (if notarized abroad) apostilled specimen signatures of all the persons included in the Bank Signatory Card (general partner representatives and any authorized proxies, if any). 	<p>Client to provide Trinity with info on its preferences as regards the bank and authorizations to be set up.</p> <p>Trinity fills in all necessary bank forms.</p> <p>Client organizes signatures together with notarized (and apostilled) specimen signatures of the authorized persons.</p> <p>Client (partner(s)) transfer their contributions onto the company's bank account.</p>
6.	Court applications	<p>There are standard application forms that are to be filled in and submitted to the Polish National Court Register to register a limited partnership.</p> <p>Court application forms must be signed by the company's General Partner.</p> <p>The company comes into existence from the date of the court registration in the Polish National Court Register.</p>	<p>Trinity completes court application forms and collects Client's signature(s).</p> <p>Trinity submits the forms to the court and incurs the registration fees on behalf of the Client for later re-invoicing.</p>
7.	Power of Attorney (to register the company with authorities)	<p>For Trinity staff to proceed with the required registrations.</p> <p>POA must be duly signed by the General Partner of the Polish company. It does not need to be notarised or apostilled.</p>	<p>Client</p> <p>Trinity can draft a bilingual version of the PoA for Client's signature(s) or arrange its sworn translation, if necessary.</p>
8.	Tax and statistical documents	<p>There are standard application forms that need to be filled out and submitted to the Tax and Statistical Office.</p>	<p>Prepared by Trinity for Client's signature(s).</p>