

STATUTE
LUBLIN FOUNDATION OF BUSINESS SUPPORT
AND INTERNATIONAL COOPERATION

General Provisions

§ 1.

1. The foundation called LUBLIN FOUNDATION OF BUSINESS SUPPORT AND INTERNATIONAL COOPERATION, hereinafter referred to as the Foundation, established by Marcin Komadowski, hereinafter referred to as 'Founder', operates on the basis of provisions of the Foundations Act of 6 April, 1984 (uniform text; OJL of 1991, No 46, item 203) and the present Statute.
2. The time frame of the Foundation's activities is indefinite.
3. The Foundation may use the graphic logo of the Foundation and the logo with an inscription indicating its name.
4. The Foundation uses the stamp designating the name and registered office of the Foundation.

§ 2.

1. Area of activity of the Foundation is the Polish Republic, and to the extent necessary for the proper implementation of the objectives it can also operate beyond national borders.
2. The Foundation has the status of legal person
3. The seat of the Foundation shall be the city of Lublin.
4. The Foundation may form divisions, plants, branches, field offices and other organizational units in the country and abroad as well as join companies, foundations, associations and other social organizations.
5. The Foundation has a legal personality.
6. The Foundation may conduct economic activity.
7. Minister competent for the Foundation is the Minister of National Education.

§ 3.

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The objectives and principles of the Foundation

§ 4.

The purpose of the Foundation is:

1. to promote the development of economic relations between the Polish Republic and other countries (particular in countries of Africa, Europe and America)

2. to protect and represent the interests of the companies
3. to create and promote business ethics
4. to collect and disseminate information in support of business activities of companies, including market information and financial - economic measures to promote economic exchanges and cooperation in science and technology
5. to assist in the development and rational use of the companies' potential
6. to promote and disseminate the scientific, organizational and technical achievements
7. to cooperate with the competent authorities of educational institutions in the area of the:
 - a. development of vocational training;
 - b. promotion vocational training in the workplace;
 - c. worker trainings;
8. to organize:
 - a) training;
 - b) exhibitions;
 - c) the fair;
 - d) conferences;
 - e) seminars;
 - f) trade missions, business and investment opportunities;
 - g) other promotional events;
9. to support the development of entrepreneurship and the economy of the Lublin region;
10. to promote the employment and professional activation of the unemployed population;
11. to support the development of agriculture areas and lead agricultural advisory services;
12. to support the development of local communities;
13. to promote the development of science, technology and innovation;
14. to support the development of education and lifelong learning and the rational use of human resources;
15. to promote European integration and the development of cooperation;
16. to promote environmental protection and safe working conditions;
17. to promote vocational rehabilitation of the socially excluded people;
18. to promote volunteering;
19. to support the development of culture and protection of national heritage;
20. to promote the development of tourism, sport and recreation;
21. to express opinions about law solutions' projects of different countries in the range of the Foundation activities;
22. to participate in the preparation of draft legislation in the range of the Foundation activities;
23. to perform the evaluations the implementation and functioning of the legal provisions relating to business;
24. to promote culture of countries that are in the range of the Foundation activities;
25. to promote enterprises abroad;

26. to promote the idea of civic self-governance as a fundamental form of democracy, through the educational, advisory and research activities, including:

- a) conduction research and studies on forms and problems of local government;
- b) dissemination of knowledge about local government and its activity;
- c) support of local community and local government initiatives;
- d) promotion of mutual cooperation between local authorities in all available forms;
- e) analyzation of information about local initiatives;
- f) development of local communities.

§ 5.

The Foundation pursues its objectives, in particular by:

- 1) conduction of scientific, educational and technical activities, inspiring and promoting analyses which lead to the development of foreign cooperation;
- 2) interaction with public authorities, local governments, and NGOs;
- 3) conduction of cultural activities including cooperation in organizing projects aimed to approximate the Polish cultures to others;
- 4) promotion of the development of cooperation between Poland and foreign countries;
- 5) cooperation and mutual assistance, exchange of experience;
- 6) cooperation and exchange of experience with foreign organizations of the same or a similar profile;
- 7) taking actions to promote the statutory goals of the Foundation;
- 8) establishment of integration of the local companies through economic, cultural, recreational activities;
- 9) running charity by organizing help, rebounds and collecting funds to promote the development of countries that are in the range of the Foundation activities;
- 10) organizing and conducting various educational activities;
- 11) conduction of universities;
- 12) organizing and conducting educational activities for adults;
- 13) leading of the educational activities for children and youth;
- 14) conduction of scientific activities, including organization and coordination of research programs and expert groups;
- 15) cooperation with local government units and their organizations;
- 16) substantive and financial support of local initiatives;
- 17) cooperation with the media;
- 18) cooperation with international and foreign organizations, institutions and foundations;
- 19) co-operation with the authorities of Lublin region;
- 20) cooperation with Senate and the government administration;
- 21) support of the development of small and medium enterprises, through training enterprises;
- 22) publishing books and other materials related to matters within the purposes of the Foundation, as well as their distribution, both in sales and in the way of free distribution;

23) providing the following services:

- a) financial services
- b) awarding grants from European Union funds;
- c) information services
- d) advisory services
- e) training services
- f) job placement services for the unemployed

§ 6

To achieve its goals, the Foundation may cooperate with other institutions, organizations and individuals.

This cooperation could be form of organizational support, partial or total financing project, or assistance in obtaining the necessary funds from other sources.

The accession of Foundation to the company requires the approval of the Foundation Council.

Wealth and Income of the Foundation

§ 7.

1. The capital of the Foundation is the establishment fund that was paid by the Founder to the amount of 10000 polish zlotys, of which 9000 zlotys is allotted for running the company, as well as financial and material resources, real-estate and movables that the Foundation has acquired in the duration of its activities.

§ 8.

1. The capital of the Foundation comes from the following sources:
 - A. donations, inheritances, bequests, subventions received from both natural persons and legal entities in the Republic of Poland and abroad,
 - B. bank interest on the amassed capital,
 - C. income from movable and immovable assets as well as other property rights,
 - D. income from collections and public festivities,
 - E. subsidies from public funds and from European Union funds,
 - F. income from the activity that is run by the Foundation.

§ 9.

1. In case the Foundation is appointed as inheritor, the Board submits a written declaration that the Foundation shall only accept the inheritance when the amount of inherited assets is higher than the inherited debts.
2. Revenue from grants, donations, bequests and legacies can be used to achieve all the objectives of the Foundation, if the donor has not decided otherwise.

§ 10.

Incomes of the Foundation are intended to cover entirely the statutory activities.

Foundation's Authorities

§ 11.

Foundation authorities are the Foundation Council and the Foundation Board.

§ 12.

1. The Foundation Board is the body which provides control and consultative Foundation.
2. The members of the Board are appointed and dismissed by the Foundation Council by way of a resolution, at any time, except the first Foundation Board which must be appointed by the Founder.
3. The Board of the Foundation consists of 1 to 5 members.
4. Membership of the Board of the Foundation shall cease upon dismissal, resignation, a statement of the total incapacity or death of a member of the Board.
5. The Foundation Board shall be appointed for an indefinite period.
6. The right of the Board member to manage the affairs of the Foundation and its representation applies to all judicial and extrajudicial activities of the Foundation.
7. The rights of the Foundation Board member to represent the Foundation cannot be restricted with a legal effect against third parties.

§ 13.

1. Where the Foundation Board consists of the single member, the statements on behalf of the Foundation are made by one member of the Board.
2. Where the Management Board of the Foundation consists of at least 2 persons, the statements are made by two members of the Board or one member of the Board together with a proxy.

§ 14.

1. The affairs of the Foundation are controlled by the President of the Board.
2. Each member of the Foundation Board has the right and obligation to manage the affairs of the Foundation.
3. Each member of the Foundation Board has the right to manage separated areas of affairs which are not belonging to the activities of the Foundation.
4. If, however, before settling the matter referred to in paragraph. 3 above, at least one of the members of the Foundation Board opposes to this activity, the matter beyond the scope of ordinary activities of the Foundation will require prior resolution of the Foundation Board.
5. Resolutions of the Board could be adopted if all members have been notified about a meeting of the Board, at least two days before the scheduled meeting.
6. Board Resolutions (in case of a Board meeting with multiple members) are accepted on the basis of the majority of the votes of the members that are present at the Board meeting. When there are an equal number of votes for and against, the President of the Board has the deciding vote.
7. Adoption of resolutions by the Board in written form or by means of direct remote communication is acceptable.

§ 15.

1. Appointment of a proxy requires the consent of all members of the Board by resolution. The provisions of paragraph § 14, 5 and 6 of the Statute of the Foundation shall apply.
2. A proxy may be revoked by any member of the Board.

§ 16.

The Foundation Council may establish rules for the Foundation Board.

§ 17.

The Board is obliged to submit to the Foundation's annual report on the activities of the Foundation every year, until March, 30.

The Board shall submit an annual activity report to the Minister of Finance.

§ 18.

1. The Foundation Council supervises over the ongoing activities of the Foundation in all areas of its business.
2. The Council of the Foundation consists of 3 to 7 people. The work of the Foundation Council is directed by the Chairman of the Foundation Council.
3. The members of the Council of the Foundation are appointed and dismissed by the Founder at any time.
4. Membership of the Council of the Foundation shall cease upon dismissal, resignation, found total disability to work or death of a member of the Foundation Council.
5. A member of the Foundation Council is appointed for an indefinite period.

§ 19.

1. The Foundation Council has no right to issue binding orders about providing affairs of the Foundation to the Foundation Board.
2. The duties of the Foundation Council, in particular:
 - a) to assess and approve reports about the activities and financial services, in terms of their compliance with notes and documents, as well as the facts;
 - b) to evaluate, approve or reject the conclusions of the Foundation Board decisions;
 - c) to appoint and dismiss members of the Foundation Board and determine the rules and the amount of their salary.
3. In order to perform its duties, the Foundation Council may examine all documents of the Foundation, request the Foundation Board and staff reports and review the assets of the Foundation.
4. Each member of the Foundation Council may independently exercise the right of supervision.
5. The Foundation Council adopts resolutions if the meeting is attended by at least half of its members, and all members have been invited for at least a day before the scheduled meeting of the Foundation Board. The resolution is valid if all the members of the Foundation Board have been notified of the draft of resolution. In case of equality of votes, the vote of Chairman of the Foundation Council will be decisive.
6. On the proceedings of the sitting Council of the Foundation report must be drawn up.
7. The members of Council of the Foundation may participate in adopting resolutions by casting their votes in writing through another member of the Council.

8. Adoption of resolutions by the Foundation Council in written form or by means of direct remote communication is acceptable.

Business Activities

§ 20.

1. The Foundation may perform business activities according to the Polish Classification of Activities in the following scope:

85.59.B Extra-scholar forms of education, not classified elsewhere

82.30.Z Activities connected with organizing fairs, exhibitions and congresses

70.22.Z Business and management consulting

73.20.Z Market analysis and public opinion research

74.90.Z Other professional, scientific and technical activities, not classified elsewhere

78.10.Z Activities connected with gaining employees

79.90.C Other reservation service, not classified elsewhere

82.99.Z Business support service activities, not classified elsewhere

94.11.Z Activities of commercial organizations

94.12.Z Activities of professional organizations

94.99.Z Activities of other membership organizations, not classified elsewhere

73.11.Z Advertising agencies activities

93.19.Z Other activities connected with sport, not classified elsewhere

63.99.Z Service activities in the field of information, not classified elsewhere

64.99.Z Financial service activities, not classified elsewhere, excluding insurance and pension funds

58.19.Z Other printings activities

58.14.Z Publishing journals and other periodicals,

58.11.Z Publishing books and periodicals, as well as other publishing activities

47.99.Z Retail sales of other products not on store/market stands and store/market places.

§ 21.

1. The total income from these business activities will be allotted to the statutory activities of the Foundation.
2. The Foundation should also ensure the creation of a development fund required to conduct business activities.

Amendments to the Statute

§ 22.

1. Changes in the Statute of the Foundation are made by the Foundation Council in a resolution adopted by an absolute majority of votes.

2. Changes in the objectives of the Foundation require a resolution of the Foundation Council adopted by a majority of $\frac{3}{4}$ of votes in the presence of at least half of the Foundation Council members.

Liquidation of the Foundation

§ 23.

1. The Foundation is liquidated if the purpose for which it was established is reached or in case of the exhaustion of its funds and assets.
2. Due to Article 5, paragraph 4, funds and assets remaining after liquidation of the Foundation should be intended for a foundation with similar purposes operating in the Republic of Poland. All the institutions/foundations should be suggested by the Founder.
3. Foundation liquidators are appointed and dismissed by the Foundation Council.
4. The liquidation of the Foundation is carried out by the Liquidator appointed by the Foundation Council by a resolution. In case when the Liquidator is not appointed by the Foundation Council, the Liquidators are all the members of the Foundation Board.

Foundation Accountancy

§ 24.

1. The Foundation runs its accountancy in accordance with applicable regulations.
2. The financial year is the calendar year of the Foundation.

§ 25.

1. The Foundation creates the following capitals:
 - a) the supplementary capital
 - b) the reserve capital
2. The Foundation may create and abolish other special funds after the resolution of the Foundation Board.

§ 26.

The Statute shall enter into force upon signature.