

STATUTE of the Alter eko Foundation

I. General Provisions

§ 1

1. The Alter eko Foundation, hereinafter referred to as the Foundation, has been established by: Magdalena Krajewska, Kamila Musiatowicz and Agnieszka Post, hereinafter referred to as the Founders, by way of a notarial deed prepared in the Notary Public Office of Jolanta Bujalska, under the Repertory Number 3859/2012.
2. The Foundation shall operate in accordance with the Law on Foundations of 6 April 1984 (Journal of Laws, No. 21 item 97 as amended) and pursuant to this Statute.
3. The Foundation shall be non-denominational and apolitical.

§ 2

1. The Foundation shall operate on the territory of the Republic of Poland, and, if required for proper performance of the goals, the activities can also be conducted outside the borders of the Republic of Poland.
2. The Foundation shall have legal personality and its registered office shall be located in the capital city of Warsaw.
3. To perform its tasks the Foundation can establish permanent or temporary field offices.
4. The Foundation shall operate for indefinite time.

§ 3

1. The Foundation shall have a distinctive graphic symbol (logo) and uses a stamp.
2. For international contacts the Foundation may use a translation of its name in selected languages.
3. The Foundation may establish badges, awards and distinctions and grant them to distinguished natural and legal persons or persons supporting the activities that are similar to those of the Foundation.
4. To achieve its goals the Foundation may support the activities of other legal and natural persons, whose activities are similar to those of the Foundation.
5. For effective achievement of its goals the Foundation can merge with other foundations. A merger shall not take place if it resulted in a change of the Foundation's goal.

II. The Foundation's Goal

§ 4

1. The goal of the Foundation is to promote and perform educational activities in the scope of: development of educational establishments, sustainable development, ecology, natural and cultural heritage, entrepreneurship and development of citizenship in the society.
2. The Foundation shall achieve its goal through:
 - a) activities promoting the development of education and support for educational initiatives, ecological tourism, organic agriculture, rural

- development, protection of natural and cultural heritage;
 - b) support for educational establishments and obtaining funds for their development and standard improvement;
 - c) initiation, support and performance of projects compliant with the Foundation's goal;
 - d) initiation and execution of scientific research in line with the Foundation's goal;
 - e) development, implementation and promotion of innovative solutions, technologies and products referring to natural and cultural heritage;
 - f) promotion and development of solutions increasing autonomy and independence of local communities intended to build civil society;
 - g) organization of and participation in conferences, workshops, lectures, seminars, trainings, courses, exhibitions, competitions, fairs, events related with the activities of the Foundation;
 - h) support and consultancy within environmental protection and sustainable development;
 - i) promotion of health and healthy life style;
 - j) popularisation of physical culture and sports;
 - k) support for culture, art and protection of cultural heritage and tradition;
 - l) popularisation and protection of freedom and human rights, civil liberties and specific support actions for development of democracy;
 - m) activities for children and young people (including organization of leisure activities for children and young people);
 - n) international cooperation and development of communication between societies, including European integration;
 - o) activities for integration and professional and social activation of people subject to social exclusion;
 - p) promotion of activities supporting economic development, including development of entrepreneurship and entities of non-governmental sector and cooperative societies;
 - r) promotion and organization of voluntary service;
 - s) publishing and popularisation of educational materials in form of brochures, elaborations, educational games, educational videos, spots and other publications in line with the Foundation's goals;
 - t) activities for the benefit of people in pension age;
 - u) cooperation with public, local authorities and institutions, enterprises and natural persons operating in the country and abroad, as required to perform the Foundation's goals;
 - w) organization of informational and educational campaigns and public relations activities for the benefit of projects conducted by the Foundation.
3. To perform its statutory goals the Foundation may conduct public utility activities as referred to in Section 2 § 4 for payment or free of charge.
 4. The Foundation shall not conduct economic activities.

III. The Assets of the Foundation

- § 5 -

1. The assets of the Foundation shall comprise the Initial Fund of PLN 1000 (one thousand Polish zlotys), as specified in the notarial deed, referred to in § 1 hereof, brought in by the following Founders: Magdalena Krajewska in the amount of PLN 400 (four hundred Polish zlotys), Kamila Musiatowicz in the amount of PLN 300 (three hundred Polish zlotys) and Agnieszka Post in

the amount of PLN 300 (three hundred Polish zlotys), and assets acquired during the operations of the Foundation.

2. The additional assets of the Foundation include:
 - a) subsidies, domestic and foreign donations, inheritances and bequests;
 - b) grants from legal persons;
 - c) income from movable and immovable assets of the Foundations;
 - d) interest from capital deposits and securities;
 - e) income from public fundraisers.
3. The assets of the Foundation are designated for the performance of the statutory goals of the Foundation and coverage of any necessary costs of its operations.
4. The Foundation shall be liable for any obligations made with all its assets.
5. If the Foundation is to accept inheritance, the Foundation's Management Board will submit a statement of acceptance of the inheritance under benefit of inventory.
6. Any excess of revenues over expenses shall be spent by the Foundation for the statutory activities.

IV. The Authorities of the Foundation

§ 6

1. The Foundation's authorities include:
 - the Foundation Council hereinafter referred to as the Council;
 - the Foundation Management Board hereinafter referred to as the Management Board;
2. The Members of the Council shall not receive any remuneration for participation in the works of this body. The Members of the Council shall be entitled to reimbursement of proved expenses, including reimbursement of travel costs.

§ 7

The Council

1. The Council is a decision, review, advisory and opinion making body of the Foundation.
2. The Council shall be comprised of at least three and up to seven members.
3. The members of the first Council configuration shall be nominated by the Founders. To replace the Council members who no longer act as members or to extend the Council configuration, the Council, at its own discretion, shall nominate persons from among the candidates presented by the Council members.
4. The Council Membership terminates if: the Council Member is dismissed, resigns in writing, loses his/her civic liberties upon being convicted of having committed a deliberate crime by a final court judgement or upon the death of the Council Member.
5. The Council Member shall be dismissed by the decision of other members of the Council.
6. The Members of the Council may not:
 - combine Council membership with sitting in the Management Board;
 - be convicted of having committed a deliberate crime by a final court judgement.
7. The Council competencies shall include:

- approval of the Management Board resolutions on the amendment of the Foundation Statute,
merger with another foundation and Foundation winding up;
appointment and dismissal of the Council members;
approval of annual reports of the Management Board on Foundation activities and giving discharge to the Management Board.
8. The Council resolutions shall be passed by simple majority of votes with at least half of the Council members present during the open vote, unless stated otherwise herein.
 9. The Council resolution approving the resolutions of the Management Board, referred to in § 8 Section 7 shall be passed by a majority of 2/3 of votes of the current Council configuration.
 10. The Council meeting shall be convened by the Management Board at least once a year.

§ 8 The Management Board

1. The Foundation's Management Board shall represent the Foundation outside and shall be responsible for its financial and social performance.
2. Members of the Management Board shall include:
 - a) President of the Management Board
 - b) Vice-President of the Management Board
3. and shall be appointed by the Foundation Council for indefinite period. The members of the first Management Board configuration shall be nominated by the Founders. The members of the Management Board shall include solely the persons, who have not been convicted of having committed a deliberate offence prosecuted by public prosecution or for fiscal offence.
4. The competences of the Management Board shall include:
 - outside representation of the Foundation;
 - establishment of employment and employee remuneration rules;
 - management of the Foundation's assets;
 - adopting annual and long-term financial plans;
 - preparation of reports on activities and submitting them to the Council;
 - winding-up of the Foundation.
5. The resolutions of the Management Board shall be passed by a majority open voting.
6. The resolutions of the Management Board may be passed during its meetings or by written voting after prior presentation of draft resolution and approval of written voting.
7. The resolution of the Management Board on: amendments of the Foundation Statute, merger of the Foundation with other foundation or Foundation winding up shall be adopted by majority voting. The Foundation winding up resolution shall indicate a liquidator and specify the rules and procedure of winding up process.
8. Each member of the Management Board shall have the right to single representation of the Foundation.
9. In the agreements between the Foundation and Member of the Management Board and any disputes with the latter the Foundation shall be represented by two Council members acting jointly.
10. The Management Board membership shall cease once a member is

dismissed by the Foundation Council or upon death of the member.

11. The member of the Management Board shall be dismissed if:
- a resignation is submitted;
 - the member is over 75 years old;
 - the member is ill, disabled or has lost strength – causing his/her permanent inability to perform the position;
 - the function of the member of the Management Board is performed improperly.

§ 9

1. The Foundation shall not give loans or pledge the Foundation's property because of any obligations of its bodies members, employees and persons they have been married to, stay in cohabitation by blood or affinity in a straight line relationship or affinity in the collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "related persons".
2. The Foundation shall not provide its assets nor use them otherwise for the benefit of the members of the Foundation authorities, employees and their related persons otherwise than as with respect to third parties and shall not purchase any goods or services from the entities, the above persons participate in, otherwise than as with respect to third parties or for prices other than market prices.

V. Final Provisions

§ 10

The financial year of the Foundation shall be the calendar year. The initial financial year shall be the year starting from the day of acquiring legal personality until 31 December 2013.

§ 11

In matters not regulated herein the provisions of the Polish law, and in particular provisions of the Law on Foundations dated 6 April 1984 (Journal of Laws, No. 21 item 97 as amended) shall apply.

Warsaw, 21.10.2013