

STATUTES OF THE FOUNDATION OF THE GRANT FUND FOR PŁOCK

Chapter I

General Provisions

Article 1

Foundation under the name of **Grant Fund for Płock (Fundusz Grantowy dla Płocka)**, hereinafter called "Foundation", has been established by:

- 1) Polski Koncern Naftowy ORLEN S.A. with its registered office in Płock, ul. Chemików 7,
- 2) The city of Płock,
- 3) Basell ORLEN Polyolefins, with its registered office in Płock, ul. Chemików 7.

hereafter called "Founders", under the notarial deed executed on 15 December 2005 by notary Wiesława Krysiuk, Notarial Office in Płock, ul. Grodzka 6 m. 2, register number A 5842, and operates pursuant to the Act of 6 April 1984 on Foundations (Journal of Laws of 1991 no. 46, item 203 as amended), and the provisions of these Statutes.

Article 2

The Foundation has legal personality.

Article 3

The name of the Foundation is legally reserved.

Article 4

Płock is the registered office of the Foundation.

Article 5

The Foundation operates within the territory of the city of Płock.

Article 6

The Foundation has been established for an indefinite period.

Article 7

The Foundation may introduce badges and honorary medals, and confer them, along with other awards and distinctions, on natural and legal persons that have rendered great service to accomplish the objectives of the Foundation, or for the Foundation itself.

Article 8

The Foundation may use a stamp bearing its the name and address.

Article 9

The Foundation is supervised by the minister competent for social services.

Chapter II

Objectives, principles, forms and scope of activity of the Foundation

Article 10

The Foundation was established to take, conduct and support initiatives aimed at:

- 1) improving the level of education of the residents of Płock,
- 2) preventing social and economic exclusion of persons at risk of such exclusion,
- 3) improving the level of public security,
- 4) maintaining the historical heritage and developing culture and arts,
- 5) improving the quality of social assistance,
- 6) improving the natural environment and raising the environmental awareness of the residents of Płock,
- 7) improving the tourist, social and economic attractiveness of Płock,
- 8) promoting recreation, physical culture and sports,
- 9) supporting the business environment and projects oriented towards the economic development of Płock,
- 10) strengthening the European integration and international cooperation,
- 11) taking action to protect and promote health.

Article 11

The Foundation accomplishes its objectives in particular by:

- 1) raising funds for the operation of the Foundation,
- 2) offering financial support for the implementation of activities of importance due to the objectives of the Foundation, as well as non-financial support (in-kind, organizational and technical) to endorse activities conforming to the Foundation's objectives,
- 3) awarding grants and establishing prizes,
- 4) organizing and financing public awareness campaigns, training, conferences, presentations, issuing publications,
- 5) initiating, conducting, promoting and supporting educational and information programmes aimed at providing knowledge of crucial importance for the objectives of the Foundation,
- 6) initiating, conducting, and supporting research programmes aimed at providing knowledge of crucial importance for the objectives of the Foundation,
- 7) collaborating with public institutions, legal persons, businesses, NGOs and private persons,
- 8) The Foundation accomplishes its objectives by activity for the public benefit against a charge and free of charge.

Article 12

The Foundation must not carry out economic activity.

Chapter III

Assets and income of the Foundation

Article 13

The assets of the Foundation consist of:

- 1) the Initial Fund paid up in cash, in the amount of PLN 1,000,000.00 (say: one million zlotys) invoked in the notarial deed establishing the Foundation,
- 2) property and movables acquired by the Foundation during its operation,
- 3) financial means acquired by the Foundation during its operation

Article 14

The revenue of the Foundation comes from:

- 1) donations and subsidies, including EU funds,
- 2) inheritance and legacy,
- 3) cash and proprietary copyrights,
- 4) fund-raising and raffles,
- 5) profits from public events,
- 6) interest on capital.

Chapter IV

Governing bodies of the Foundation

Article 15

The following are the governing bodies of the Foundation:

- 1) the Founders' Board,
- 2) the Foundation Board,
- 3) the Management Board,
- 4) the Programme Board.

The Founders' Board

Article 16

1. The Founders' Board consists of the Founders' representatives.
2. Each Founder appoints one representative for the Founders' Board.
3. The Founders' Board elects the Chair of the Founders' Board from among themselves.
4. If the Chair is temporarily unable to serve as Chair of the Board, they appoint a person performing their duties from among the members of the Founders' Board.
5. Membership on the Founders' Board expires as a result of death, a resignation or recall by the Founder who appointed the representative.
6. Members of the Founders' Board:
 - a) must not be members of the Management Board of the Foundation, or be in consanguinity or affinity with the members of the Management Board of the Foundation, or report to them due to an employment relationship.
 - b) must not be convicted by final judgement for a deliberate offence,
 - c) may only be reimbursed for justified costs of attending the meetings of the Founders' Board as members.

Article 17

The duties and responsibilities of the Founders' Board include:

- 1) appointment and recall of the members of the Foundation Board including the Chair of the Foundation Board,
- 2) adopting the rules of procedure of the Foundation Board,
- 3) adopting resolutions:
 - a) to amend the statutes as regards the Foundation's governing bodies,
 - b) to merge the Foundation with a different Foundation,
 - c) to wind up the Foundation in the case defined in 35(2),
 - d) in matters submitted to the Founders' Board by the Foundation Board or Management Board of the Foundation,
- 4) to make a general assessment of the Foundation's activity,
- 5) to issue opinions on the annual plans of operation of the Foundation, the budget of the Foundation, and annual reports on the activity of the Foundation,
- 6) to pass recommendations addressed to the Foundation Board as regards the course of activity of the Foundation.

Article 18

- 1) The Founders' Board may request the Foundation Board and the Management Board to submit for their approval each decision of the Foundation Board and Management Board, relevant to the operation of the Foundation.
- 2) The Founders' Board may adopt the principles and mode of receiving the decisions referred to in 1 for approval.

Article 19

- 1) The Founders' Board meets at least twice a year and acts in accordance with the rules of procedure adopted by themselves. The mode of convening the meetings and debating for the Founders' Board is defined by the rules of procedure adopted by the Founders' Board.
- 2) The meetings of the Founders' Board are convened by the Chair of the Founders' Board on their own initiative or at the request of at least one third of the members of the Founders' Board.
- 3) Resolutions of the Founders' Board are adopted in the presence of at least half of the Board's members.
- 4) The resolutions of the Founders' Board are adopted by an absolute majority of votes unless the provisions of the Statutes stipulate otherwise. In the case of an even number of votes, the vote of the Chair of the Founders' Board is decisive.
- 5) The Founders' Board may issue opinions and adopt resolutions by circular vote, in writing, via electronic mail.
- 6) A resolution may be adopted or an opinion may be issued by circular vote at the request of the Chair of the Founders' Board or at the request of at least one third of the members of the Founders' Board, sent by electronic mail to the address of the Chair of the Founders' Board. In such a case, the Chair of the Founders' Board delegates to the Management Board of the Foundation the preparation of the documents, their sending to the members of the Founders' Board, collection of the votes submitted by electronic mail and preparation of the minutes of the voting.
- 7) The opinion or resolution adopted by circular vote takes effect upon approval by all Founders and signing of the aforesaid documents by the Chair of the Founders' Board. The members of the Founders' Board issue an opinion or adopt a resolution within 7 calendar days of the documents and resolutions being sent by the President of the Management Board by electronic mail.

- 8) Resolutions to wind up the Foundation or amend the Statutes cannot be adopted by circular vote.

The Foundation Board

Article 20

- 1) The Foundation Board has power to adopt and supervise.
- 2) The members of the Foundation Board including the Chair of the Foundation Board (up to nine people) are appointed for an indefinite period and recalled by the Founders' Board.
- 3) Membership on the Foundation Board expires as a result of death, a resignation or recall by the Founders' Board.
- 4) The Chair of the Foundation Board chairs the meetings of the Foundation Board, represents the Foundation Board, as well as makes and terminates contracts with the members of the Management Board.
- 5) If the Chair is temporarily unable to serve as Chair of the Board, they appoint a person performing their duties from among the members of the Foundation Board.
- 6) Members of the Foundation Board:
 - a) must not be members of the Management Board of the Foundation, or be in consanguinity or affinity with the members of the Management Board of the Foundation, or report to them due to an employment relationship.
 - b) must not be convicted by final judgement for a deliberate offence,
 - c) may only be reimbursed for justified costs of attending the meetings of the Foundation Board as members.

Article 21

The duties and responsibilities of the Foundation Board include in particular:

- 1) appointment and recall of the members of the Management Board and Programme Board,
- 2) approval of annual and long-term programmes for the operation of the Foundation, subject to a positive opinion of the Programme Board and Founders' Board,
- 3) determining the remuneration of the Management Board members,
- 4) supervision over the actions of the Management Board,
- 5) approval of the appointment of programme teams by the Programme Board,
- 6) approval of the annual budget of the Foundation, subject to the positive opinion of the Founders' Board,
- 7) approval of annual reports on the activity of the Foundation submitted by the Management Board, and approval of the actions of the Management Board, subject to a positive opinion of the Founders' Board,
- 8) acting on the recommendations of the Founders' Board,
- 9) adopting the principles of financial management by the Foundation,
- 10) adopting the principles of granting subsidies and other forms of assistance from the means of the Foundation,
- 11) adopting amendments to the Statutes of the Foundation, other than those concerning matters referred to in 17(3)(a),
- 12) resolving issues concerning the course, forms and scope of the economic activity of the Foundation,
- 13) expressing opinions on matters submitted by the Management Board,

- 14) conducting audits of the Foundation's activity including a financial audit; the audits are conducted by appointed members of the Board or by persons appointed for this purpose.

Article 22

The Foundation Board elects the Deputy Chair and Secretary from among themselves.

Article 23

1. The Foundation Board meets at least four times a year.
2. The meetings of the Foundation Board are convened by the Chair of the Foundation Board on their own initiative or at the request of the Management Board or of at least one third of the members of the Foundation Board.
3. The Foundation Board acts in accordance with the rules of procedure drafted by the Founders' Board. The mode of convening the meetings and debating for the Foundation Board is defined by the rules of procedure adopted by the Founders' Board.
4. The resolutions of the Foundation Board are adopted by an absolute majority of votes, in the presence of at least half of their members, unless the provisions of the Statutes stipulate otherwise. In the case of an even number of votes, the vote of the Chair of the Foundation Board is decisive.
5. The Foundation Board may issue opinions and adopt resolutions by circular vote, in writing, via electronic mail.
6. A resolution may be adopted or an opinion may be issued by circular vote at the request of the Chair of the Board or at least one third of the members of the Foundation Board. In such a case, the Chair of the Foundation Board delegates to the Management Board of the Foundation the preparation of the documents, their sending to the members of the Board, collection of the votes submitted by electronic mail and preparation of the minutes of the voting.
7. The opinion or resolution adopted by circular vote takes effect upon a positive opinion of at least half of the Board members; in the case of an even number of votes, the vote of the Chair of the Board is decisive; the aforesaid documents must be signed by the Chair of the Foundation Board. The members of the Foundation Board issue an opinion or adopt a resolution within 7 calendar days of the documents and resolutions being sent by the President of the Management Board by electronic mail.
8. The Foundation Board must not adopt resolutions by circular vote under 21 (1), (3), (6), (7) and (11).

Management Board of the Foundation

Article 24

1. The Management Board manages the affairs of the Foundation and represents the Foundation externally.
2. The Management Board is composed of three members.
3. The Management Board serves the term of office jointly; the term of office lasts for two years. Each member may serve on the Management Board for longer than one term.
4. The Management Board members, including the President, are appointed and recalled by the Foundation Board except for the first Management Board which is appointed by the Founders.

5. Management Board members may have an employment relationship with the Foundation, and the principles of remuneration for Management Board members are set forth by the Foundation Board.

Article 25

1. The term of office of the Management Board member of the Foundation expires:
 - a) as soon as the Foundation Board examines the report of the Management Board on the activity for the last financial year during the term of office of the Management Board of the Foundation,
 - b) as soon as the Foundation Board adopts a resolution to recall the member from the Management Board of the Foundation,
 - c) as soon as the Management Board member serves a letter on the Chair of the Foundation Board, to the address of the Foundation, in which the member resigns from their function,
 - d) upon the member's death.
2. The Foundation Board may recall the entire Management Board of the Foundation, as well as each Management Board member at any time.

Article 26

1. The Management Board of the Foundation represents the Foundation before third parties and makes decisions in all matters not being exclusively within the remit of the Foundation Board and Founders' Board.
2. Two Management Board members acting jointly are authorized to submit declarations of intent on behalf of the Foundation.

Article 27

1. The duties and responsibilities of the Management Board include in particular:
 - a) raising funds for the operation of the Foundation,
 - b) managing the means of the Foundation according to the principles defined in the rules of procedure adopted by the Foundation Board,
 - c) preparing drafts of the annual and long-term programme for the Foundation,
 - d) implementation of the annual programme of the Foundation,
 - e) preparing drafts of annual financial plans of the Foundation,
 - f) preparing annual reports on the activity of the Foundation and submitting them to the Founders' Board, Foundation Board, Programme Board and appropriate bodies, and making them available to the general public,
 - g) implementation of the resolutions of the Foundation Board,
 - h) establishment and liquidation of the organizational entities of the Foundation,
 - i) determining the number of personnel, principles and amount of remuneration for the employees of the Foundation as well as the persons cooperating with the Foundation,
 - j) making decisions in all matters not reserved for other bodies of the Foundation,
 - k) annual submission of the report on the activity of the Foundation to the minister competent for social services.

2. The reports on the activity of the Foundation in a given calendar year, as well as on the accomplishment

of the plan for a given calendar year are submitted by the Management Board of the Foundation to the Foundation Board

no later than by the end of March of the following calendar year.

Article 28

1. The meetings of the Management Board of the Foundation are held as necessary, at least once a month. The mode of convening the meetings and debating for the Management Board of the Foundation is defined by the rules of procedure adopted by the Foundation Board.
2. The Management Board adopts resolutions by an ordinary majority of votes.
3. If the Foundation is appointed as an heir, the Management Board submits a declaration that the succession will be accepted under benefit of inventory provided that, upon submitting the declaration, it is obvious that the assets of the succession significantly exceed the debts.

The Programme Board

Article 29

1. The Programme Board is an advisory body to the Foundation Board and Management Board of the Foundation.
2. Programme Board members including the Chair are appointed and recalled by the Foundation Board.
3. The term of office of the Programme Board lasts one year. Each member of the Programme Board may serve on the Board longer than for one term of office.
4. The Programme Board, having sought for the opinion of the Foundation Board, may establish and dissolve programme teams by defining in detail the scope and principles of their work.
5. Programme teams may consist of members of the Programme Board, as well as other persons whose knowledge and competencies are material for the activity of the Foundation.
6. Members of the Programme Board and programme teams work without remuneration.

Article 30

The duties and responsibilities of the Programme Board include expressing opinions on matters submitted by the Management Board or the Foundation Board, in particular: expressing opinions on programme documents of the Foundation and material reports of the Management Board of the Foundation, as well as submitting to the Management Board and Foundation Board the proposals of programme activities.

Article 31

1. The Programme Board meets at least twice a year. The mode of convening the meetings and debating for the Programme Board is defined by the rules of procedure adopted by the Foundation Board.

2. The meetings of the Programme Board are convened by:
 - a) the Management Board of the Foundation on their own initiative or at the request of the Foundation Board, Chair of the Programme Board or at least one third of the members of the Programme Board
 - or
 - b) the Chair of the Programme Board on their own initiative.
3. The resolutions of the Programme Board are adopted by an absolute majority of votes,
in the presence of at least half of their members. In the case of an even number of votes,
the vote of the Chair of the Board is decisive.

Chapter V

Amendment to the Statutes

Article 32

An amendment to the Statutes of the Foundation must not refer to a change of the objective of the Foundation and a decision to prohibit the Foundation from carrying out economic activity.

Article 33

Amendments to the Statutes are made by the Foundation Board apart from matters defined in 17(3)(a).

Chapter VI

Final provisions

Article 34

1. In order to accomplish its objectives in an efficient manner, the Foundation may merge with another foundation.
2. The decision about the merger is made by the Founders' Board.

Article 35

1. The Foundation is subject to winding-up proceedings if the financial means and property are exhausted, and the financial means necessary to accomplish the objectives for which the Foundation was established cannot be raised. The prerequisites defined in the previous sentence are determined pursuant to a resolution of the Founders' Board adopted at the request of the Management Board of the Foundation within 3 months of receiving the request.

2. The winding-up of the Foundation in a case other than that specified in 1 requires a resolution of the Founders' Board to be adopted.
3. The Foundation may be wound up by the Management Board or a person appointed by the Founders' Board. The Foundation is wound up following winding-up proceedings carried out by a Liquidator appointed by the Founders' Board. The resolution of the Founders' Board determines the mode and principles of winding-up proceedings.
4. The assets left after the winding-up of the Foundation will be allocated in full for purposes coinciding with the objectives of the Foundation.

Article 36

The Statutes enter into force on the day of filing the Foundation with the National Court Register.