

**CENTRAL EUROPEAN INITIATIVE WHOLESale MARKETS FOUNDATION
THE STATUTE**

**Chapter I
GENERAL PROVISIONS**

§ 1

The Central European Initiative Wholesale Markets Foundation, hereinafter called the “Foundation” was established by:

1. Wholesale Market, joint stock company in Budapest, entered into commercial register at the Metropolitan Court of Justice, acting as the Registration Court, under the number Cg. 01-10-041754,
2. National Wholesale Market, joint stock company in Zagreb, entered into commercial register at the Commercial Court in Zagreb under the number MBS 0802036346,
3. Warsaw Agricultural and Foodstuffs Wholesale Market, joint stock company in Bronisze, entered into commercial register at the 16th Department of Industry, Regional Court of Justice for the Metropolitan City of Warsaw under the number RHB 44450,

hereinafter called the “Founders”, by notarial deed drawn up by Janusz Rudnicki, notary public at Bronisze, (*address*) ul. Kwiatowa 11, under the repertory number A No. 122909/98 dated 19th September 1998 and operates pursuant to the provisions of Foundations Act dated 6th April 1984 (*Dz. U. from 1991 No. 46, item 203*) and of this Statute.

§ 2

The relevant minister is the Minister of Agriculture and Food Economy.

§ 3

The Foundation is a legal person.

§ 4

The registered office of the Foundation is at Bronisze near Warsaw.

§ 5

The Foundation operates on the territory of the Republic of Poland and abroad, pursuant to its statutory goals.

§ 6

The Foundation is established for unlimited duration.

§ 7

The Foundation is a non-political organisation.

Chapter II

GOALS AND RULES OF THE FOUNDATION

§ 8

Statutory goals of the Foundation are:

1. Support for activities favouring development and modernisation of agriculture through sharing information and experience in the area of agricultural products.
2. Assistance to agricultural and foodstuffs wholesale markets.

§ 9

The Foundation shall implement its goals through:

1. Collecting, developing and distributing information relating to transformation processes in Central European agriculture.
2. Organising and financing of training courses, seminars and lectures relating to the functioning of wholesale agricultural markets.
3. Organising and financing of harmonised systems of classification and statistics of agricultural products as well as information systems supporting the creation and operations of wholesale markets.
4. Procurement of IT equipment necessary for developing information systems, database and computer networks facilitating exchange of information relating to agricultural products.

§ 10

In order to achieve its statutory goals the Foundation may support activities of other legal and natural persons whose businesses concur with the goals of the Foundation

Chapter III

ASSETS AND REVENUES OF THE FOUNDATION

§ 11

1. Assets of the Foundation consist of the initial funds in the amount of PLN ten thousand five hundred (10,500), as stated in the notarial deed of its establishment, financial resources, immovables and movables acquired by the Foundation in the course of its operations.
2. The amount of PLN one thousand (1,000) from the initial funds is set apart for business activities.

§ 12

The revenues supporting the implementation of statutory goals and covering the cost of activities of the Foundation come from:

1. donations, inheritance, legacy,
2. subsidies and grants from natural and legal persons - Polish and foreign,
3. revenues from immovables and movables,
4. revenues from the Foundation's business activities,
5. payments and donations from international organisations and institutions.

§ 13

Revenues from subsidies, donations, inheritance, legacies and other payments may be applied for the purpose of implementing any statutory goal of the Foundation.

§ 14

Donations and other payments may be contributed in cash, in kind and may be transferred on a single occasion or in regular instalments. They may also consist in a gratuitous usufruct.

§ 15

Donations in kind in the form of movables may be, in particular, fittings, furniture, books, audio-visual equipment and computers, which are indispensable for the functioning of the Foundation.

§ 16

Should the Foundation be called to inherit, the Management may announce that it accepts the inheritance with limited liability for its debts and only in case when, at the time of making the above announcement, it is evident that the value of the inheritance exceeds, to a great extent, the value of the debts.

§ 17

Legal and natural persons who donate to the Foundation a single donation or a donation totalling at least PLN three thousand five hundred (3,500) or, in case of a foreign entity, the equivalent of USD one thousand (1,000), as determined by the Programme Council, acquire, if they wish so, the title of the Sponsor of the Foundation. The title of the Sponsor is not accompanied by the right to vote in the Foundation Council.

Chapter IV

FOUNDATION BODIES

§ 18

The bodies of the Foundation are Programme Council and Management.

§ 19

1. The Programme Council is composed of the Founders.
2. The Founders may appoint as members of the Programme Council representatives of the Sponsors delegated by the relevant bodies of the Sponsors and other persons of merit to activities of the Foundation.
3. The Sponsors of the Foundation are:
 - a) Central European Initiative (CEI) through its work group for Agriculture and EBRD's CEI Project Secretariat
 - b) European Bank for Reconstruction and Development (EBRD) through its Agri-business Team
 - c) Food and Agriculture Organisation (FAO)
 - d) World Union of Wholesale Markets (WUWM)
 - e) Wholesale Market in Padua.

§ 20

1. The Programme Council consists of two to ten members, including the Chairman, appointed by the Founders.
2. The Programme Council is chaired by its Chairman who is appointed by the Council for the duration of one year and who controls its work and convenes its meetings from time to time, however, not less than twice a year.
3. The Chairman of the Programme Council may convene the meetings and control the work of the Council through the President of the Management.
4. The Chairman of the Programme Council submits to the Council written proposals for amendments to the internal regulations and by-laws of the Foundation 14 days prior to the acceptance vote taken by the Council. The acceptance requires majority of two thirds of the votes cast by members attending the vote.
5. The post of the Chairman of the Programme Council is held successively by all members of the Council.

§ 21

1. Resolutions of the Programme Council are adopted by a simple majority of votes irrespective of the number of the attending members, unless the Statute provides otherwise.
2. The President of the Management of the Foundation or a member of the Management authorised by the President attend the meetings of the Programme Council.
3. In case of inability to attend a meeting of the Programme Council, Founders may appoint their representatives authorised to take part in the voting.
4. Once a year the meeting of the Programme Council is combined with a general conference of all Founders and Sponsors of the Foundation.

§ 22

The Programme Council is authorised to:

- 1) adopt, on the motion of the Management, long-term and annual action plans,
- 2) express opinion on matters submitted by the Management,
- 3) approve annual reports of the Management,
- 4) supervise the implementation of the goals of the Foundation by the Management,
- 5) appoint and remove members of the Management,
- 6) determine remuneration of the members of the Management,
- 7) accept the Management's resolutions with respect to amendments to the Statute and liquidation of the Foundation,
- 8) approve financial statements and pass the budget of the Foundation,
- 9) appoint work groups for specific tasks,
- 10) move for any issues which the Programme Council deems material.

§ 23

1. The Management consists of two to ten members, including the President, who are appointed by the Programme Council of the Foundation.
2. The term of the Management is two years. The members of the Management may be appointed for successive terms without limitation, however, the post of the President of the Management may be held for not more than two terms only. The President of the Management is appointed by rotation.
3. Resolutions of the Management are adopted by simple majority vote. In the case when an equal number of votes is cast, the President's vote prevails.

§ 24

1. Every member of the Management is entitled to represent the Foundation individually.
2. The Management may appoint a representative. A representative may be appointed by agreement of two members of the Management.

§ 25

The Foundation is represented individually by the President of the Management, or jointly by two members of the Management.

§ 26

Any member of the Management may be removed by the Programme Council if his activities are in conflict with the law, the Statute or the goals of the Foundation.

§ 27

Communications between members of the Management concerning agreements and decisions on issues relating to day-to-day business of the Foundation do not require formal meetings and may be effected by means of telecommunications.

§ 28

The Management shall decide in all matters which are not restricted to the authority of the Programme Council.

§ 29

The tasks of the Management consist in:

- 1) managing the activities of the Foundation,
- 2) managing the implementation of operations and cooperation programmes approved by the Council,
- 3) representing the Foundation towards third parties,
- 4) managing the property and drafting the budget of the Foundation,
- 5) deciding on proposals of resolutions amending the Statute, however such resolutions require approval by the Programme Council,
- 6) implementation of day-to-day tasks of the Foundation pursuant to the regulations and by-laws is the task of the Secretariat. The Secretariat is headed by the Secretary of the Foundation, who is appointed by the Management.

§ 30

The Management adopts resolutions by a simple majority of votes, however, for a resolution to be valid at least half of the members, including the President, are required to be present.

Chapter V

BUSINESS OPERATIONS OF THE FOUNDATION

§ 31

The Foundation may conduct business operations, the revenues from which shall be used in full for financing of its statutory activities.

§ 32

The Foundation may conduct business in Poland and abroad in accordance with the existing rules and regulations in the area of:

1. Building and renovation services,
2. Car-park services,
3. Transport services,
4. Accountancy,
5. Catering,
6. Real-estate sales and management.
7. Consulting services

§ 33

1. The Foundation has the right to establish a commercial or civil company.
2. The Foundation has the right to establish its representation offices in Poland and abroad as well as other entities in accordance with the laws of the country on whose territory these entities (hereinafter called “the plants”) shall be located.

§ 34

Decisions relating to the establishment or liquidation of a plant and the appointment or removal of its head are taken by the Programme Council on the motion of the Management.

§ 35

Rules relating to a plant and relevant by-laws are approved by the Programme Council on the motion of the Management and constitute the rules for the operations of the plant as well as its detailed terms and conditions.

Chapter VI

FINAL PROVISIONS

§ 36

The Foundation shall be liquidated in case:

- 1) the original goal for which it was established has been achieved,
- 2) its financial resources and assets have been used.

§ 37

The decision with respect to the liquidation of the Foundation is adopted in an unanimous resolution which requires the approval of the Programme Council of the Foundation.

§ 38

The property left after the liquidation of the Foundation shall be transferred to institutions and organisations whose activities correspond to the goals of the Foundation, as determined by the Programme Council.

§ 39

The Statute comes into effect on the date of the registration of the Foundation by the Regional Court of Justice for the Metropolitan City of Warsaw.

1. For and on behalf of the National Wholesale Market in Zagreb-
Management Director: Zoran Krsnik
2. For and on behalf of the Wholesale Market, joint stock company, in Budapest -
Director General: Erno Bacsfalusi
3. For and on behalf of the Warsaw Agricultural and Foodstuffs Wholesale Market, joint
stock company in Bronisze -
President of the Supervisory Board: Zygmunt Gzyra