

THE STATUTE OF CENTRAL EUROPEAN INITIATIVE WHOLESALE MARKETS FOUNDATION

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Chapter I GENERAL PROVISIONS

§1

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

1. Wholesale Market, a joint stock company in Budapest, entered into commercial register at the Metropolitan Court of Justice, acting as the Registration Court, under number Cg 01-10-041754,
2. National Wholesale Market, a joint stock company in Zagreb, entered into commercial register at the Commercial Court in Zagreb under number MBS 0802036346,
3. Warszawski Rolno-Spożywczy Rynek Hurtowy Spółka Akcyjna with its registered office in Bronisze, entered into the register kept by the District Court of the metropolitan city of Warsaw, XIV Commercial Division of the National Court Register under number KRS 56031,

hereinafter called the “Founders”, by a notarial deed drawn up by Janusz Rudnicki, notary public in Bronisze, ul. Kwiatowa 11, Poland, under the repertory number A No. 122909/98 dated 19 September 1998 and shall operate pursuant to the provisions of the [Polish] Foundations Act dated 6 April 1984 (Journal of Laws, 1991 No. 46, item 203) and the provisions of this Statute.

§2

Considering the Foundation goal, the relevant minister shall be the Minister of Agriculture.

§3

The Foundation shall be a legal person.

§4

The registered office of the Foundation is in Bronisze village near Warsaw.

§5

1. The Foundation shall operate on the territory of the Republic of Poland and abroad, pursuant to the Foundation statutory goals.
2. To perform its statutory tasks, the Foundation may create permanent and temporary local offices.
3. The Foundation may have its branches abroad.

§6

The Foundation shall be established for unlimited time.

§7

The Foundation is a Non-Governmental Organisation.

Chapter II

GOALS AND RULES OF THE FOUNDATION ACTIVITIES

§8

The statutory goals of the Foundation shall be:

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. Organizing seminars and conferences in order to exchange experiences and popularise innovative solutions for management of wholesale markets.
2. Implementing promotion projects to increase competitiveness of wholesale markets.
3. Initiating activities to increase trade between membership countries.
4. Popularizing and supporting research and development activities aimed at development and modernisation of agriculture.
5. Collecting, processing and making available data and information relevant for efficient operations and development of wholesale markets.

§10

1. In order to achieve its statutory goals the Foundation may support activities of other legal and natural persons whose business concurs with the goals of the Foundation.
2. The Founders shall be obliged to make payments towards statutory activities of the Foundation according to the principles and within deadlines specified by the Foundation Council.

Chapter III

ASSETS AND INCOME OF THE FOUNDATION

§11

1. Assets of the Foundation shall consist of the initial funds in the amount of PLN 10,500.00 (in words: PLN ten thousand five hundred), as stated in the notarial deed of its establishment and financial resources, immovables and movables acquired by the Foundation in the course of its operations.

2. The amount of PLN 2,000.00 (in words: PLN two thousand) shall be earmarked from the initial funds for business activity.

§12

The income supporting the implementation of the statutory goals and coverage of the costs of activities of the Foundation shall come from:

- a) Payments of the Founders,
- b) Donations, inheritance, legacy,
- c) Subsidies and grants from natural and legal persons - Polish and foreign,
- d) Income from immovable and movable assets,
- e) Income from public collections,
- f) Payments and donations from international organisations and institutions.

§13

1. Income from subsidies, donations, inheritance, legacies and other payments may be used for the purpose of implementing the statutory goals of the Foundation.
2. Donations and other payments may be contributed in cash, in kind and may be transferred on a single occasion or in regular instalments, and they may also consist in a gratuitous usufruct.

§14

1. The Foundation assets shall be deposited in bank accounts in a form of long-term deposits and in securities.
2. Any income generated from the Foundation assets shall be applied exclusively for the purpose of implementing the statutory goals and covering costs of the Foundation activities.

§15

The Foundation shall follow its financial policy and keep the books of accounts according to principles determined by separate regulations.

§16

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

§17

Legal and natural persons who make a donation to the Foundation may acquire the title of the Foundation Sponsor granted by the Foundation Council, if they express their agreement thereto. The title of the Foundation Sponsor shall give the right to vote in the Foundation Council.

Chapter IV
FOUNDATION BODIES

§18

The bodies of the Foundation shall be the Foundation Council and the Management Board.

§19

1. The Foundation Council shall be composed of 3 to 10 members.
2. The Foundation Council shall be composed of representatives of the Founders based on a principle: one representative per one Founder. Members of the Foundation Council may be natural persons and representatives of legal persons supporting the Foundation in an organizational, substantive or tangible way.
3. The Foundation Council may make changes in its composition pursuant to provisions in items 11-13 below. In case of dismissal of a member of the Foundation Council being a representative of the Founders, the Founder shall have the right to appoint another person to replace the dismissed one. This candidacy shall be voted outside the procedure indicated in item 12 below.
4. A Member of the Foundation Council shall be appointed for unlimited time.
5. Membership in the Foundation Council shall expire at the moment of:
 - a) death,
 - b) submission of a resignation,
 - c) judicial deprivation of public rights or loss of legal capacity,
 - d) dismissal pursuant to the procedure indicated in items 11-13 below.
6. A Member of the Foundation Council may be dismissed in case of circumstances other than those indicated in item 5 points a-c which make it impossible or significantly difficult to perform the function by the Member of the Foundation Council on a long-term basis or cause loss of trust towards the given Member of the Council.
7. A member of the Council who fails to fulfil the duties towards the Foundation specified in resolutions of the Foundation Council or fails to participate in the activities of the Foundation for a period longer than one year may be suspended in the rights of the Member of the Foundation Council.
8. Suspension shall be effected by adoption of a resolution by the Foundation Council by the majority of 2/3 of the votes present in the meeting, indicating the suspension reason and the validity period.
9. Suspension of a Member shall result in his or her lack of the right to vote in meetings of the Foundation Council.
10. If a suspended Member continues to fail to fulfil the duties towards the Foundation or fails to participate in the activities of the Foundation for a period longer than one year from the suspension date, the Foundation Council shall dismiss the given member pursuant to the provisions of §19 item 11 below.

11. Dismissal of the Member of the Foundation Council referred to in items 6 and 10 may be effected if the motion is put forward by at least 2/3 of the present composition of the Foundation Council. Voting on this issue shall be secret and the Member of the Foundation Council the motion refers to shall not participate in the voting. The motion should include a justification.
12. Notwithstanding item 13 below, appointment of a Member of the Foundation Council may be effected if the motion is put forward by at least 2/3 of the present composition of the Foundation Council. The motion should include an indication of candidate/candidates for Member/Members of the Foundation Council together with a justification. Voting on appointment of a new Member of the Foundation Council shall be secret.
13. The motions referred to above shall be submitted to the Foundation Management Board. Appointment of a new Member of the Foundation Council shall be possible if the Founders do not raise an objection concerning the candidate up to the voting date.

§20

1. The Foundation Council shall meet at least once a year.
2. Resolutions of the Foundation Council shall be adopted in the presence of at least half of its composition.
3. The Foundation Council shall elect a Chairman and a Deputy Chairman from among its Members. These functions may not be combined with the function of a Member of the Foundation Management Board.
4. Meetings of the Foundation Council shall be convened by the Chairman of the Foundation Council on his or her own initiative or on the motion of the Management Board or at least 1/3 of the Members of the Foundation Council. If required, meetings of the Foundation Council may be convened by a Deputy Chairman.
5. Resolutions of the Foundation Council shall be adopted by an absolute majority of votes, unless the provisions of the Statute provide otherwise. If an equal number of votes is cast, the Chairman's vote shall prevail.
6. Resolutions of the Council may also be adopted in a form of a written voting, provided that all the members of the Foundation Council express their consent to this method of voting. Approvals of the Foundation reports and programmes of activities as well decisions on personnel matters shall be excluded from written voting.
7. The functions of the Chairman and other members of the Foundation Council shall be honorary and gratuitous. However, the Foundation Council may take a decision on reimbursement of reasonable expenditures incurred by Members of the Foundation Council during their activities for the benefit of the Foundation.
8. The President of the Management Board of the Foundation or a member of the Management Board authorised by the President shall attend meetings of the Foundation Council.

§21

1. The scope of powers of the Foundation Council shall include:
 - a) Appointing and dismissing members of the Management Board and determining their remuneration,
 - b) Approving programmes of Foundation activities,
 - c) Approving the Foundation draft annual budgets,
 - d) Accepting periodical financial statements and the fulfilment of duties by the Management Board,
 - e) Suspending Members of the Foundation Council,
 - f) Dismissing Members of the Foundation Council pursuant to the provisions of §19,
 - g) Determining the rules of granting donations and other forms of support from the Foundation resources,
 - h) Determining the Rules and Regulations of the Foundation Council and approving the Rules and Regulations of the Foundation Management Board,
 - i) Determining the rules of remuneration of the Foundation employees,
 - j) Changing the Statute of the Foundation and, in this respect, changing the goals of the Foundation by means of a resolution of the Foundation Council adopted by the majority of 2/3 of the votes present in the meeting,
 - k) Merging the Foundation with another foundation,
 - l) Determining the amount of annual payments towards the statutory goals,
 - m) Liquidating the Foundation.

§22

1. The Management Board shall consist of two to five members, including the President, appointed by the Foundation Council.
2. The term of office of the Management Board shall be three years. If a new composition of the Management Board is not appointed upon the end of its term of office, the present Management Board shall perform all the functions until they are taken over by a new Management Board. In case of changes in the composition of the Management Board during the term of office, the term of office of newly appointed members shall end together with the end of the term of office of the entire Management Board.
3. Members of the Management Board may be appointed for successive terms of office without limitation.
4. Each member of the Management Board shall have one vote in a meeting of the Management Board.

§23

The Foundation shall be represented individually by each member of the Management Board or by two members of the Management Board jointly.

§24

1. Membership in the Management Board shall terminate as a result of death, prolonged sickness making it impossible to participate in the Management Board work, resignation from the membership or dismissal.
2. The Foundation Council may dismiss a member of the Management Board if his or her activities are in conflict with the law, the provisions of this Statute or when his or her activities are detrimental to the Foundation.

§25

Communication between members of the Management Board concerning agreements and decisions on issues relating to day-to-day activity of the Foundation shall not require formal meetings and may be effected by means of telecommunications or electronic technologies.

§26

The Foundation Council may entrust specific duties in individual Members of the Management Board. The type and scope of the duties that may be entrusted in individual Members of the Management Board shall be specified by the Rules and Regulation of the Management Board approved by the Foundation Council.

§27

1. The Management Board of the Foundation shall manage day-to-day activity of the Foundation and shall represent the Foundation towards third parties. The Management Board shall deal with any issues not restricted to the powers of other bodies of the Foundation, and in particular:
 - a) Adopting programmes of activities as well as annual and long-term financial plans of the Foundation,
 - b) Preparing annual financial and work plans as well as statements on their implementation and presenting thereof to the Foundation Council,
 - c) Managing the assets of the Foundation,
 - d) Making reports on the activities of the Foundation,
 - e) Appointing representatives acting on behalf of the Foundation, specifying the scope of their power of attorney,
 - f) Taking decisions each time on acceptance of bequest or inheritance.
2. The implementation of any day-to-day tasks of the Foundation, according to the adopted Rules and Regulations, shall be the responsibility of the Foundation Office. The Foundation Office shall be managed by the General Secretary appointed by the Management Board.
3. The Management Board shall take decisions in any matters not restricted to the powers of the Foundation Council.

§28

1. The Management Board shall take decisions in a form of resolutions.
2. The Management Board shall adopt 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 VI
FINAL PROVISIONS

§29

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 exhausted.
3. On the basis of decision of the Founders.

§30

The decision on liquidation of the Foundation shall be adopted by the Management Board by means of a unanimous resolution, however, the resolution shall require an approval by the Foundation Council.

§31

Any assets left after liquidation of the Foundation shall be transferred to institutions and organisations whose activities correspond to the goals of the Foundation as determined by the Foundation Council.

§32

The Statute shall come into force on the date of its registration by the District Court of the metropolitan city of Warsaw.