

„BANK ŻYWNOŚCI SOS W WARSZAWIE”

[SOS FOOD BANK in WARSAW]

ARTICLES OF ASSOCIATION CONSOLIDATED TEXT

[Court seal]

District Court for the capital city of Warsaw

Commercial Court

National Court Register,

00-454 Warsaw, 100 Czerniakowska Str.

Chapter I

§ 1

1. The name of the Foundation is BANK ŻYWNOŚCI SOS W WARSZAWIE.

2. The Foundation is established by the founders:

Nathalie Renee Bolgert	in her own name
Krystyna Boniecka	in her own name
Anna Durufle-Łozińska	in her own name
Marek Stanisław Józefowicz	in his own name
Leszek Jerzy Puścian	in his own name
Paula Sawicka	in her own name
Czesław Ignacy Jurczyszyn	in his own name
Józef Krawiecki	in his own name
Małgorzata Anna Chmielewska	in her own name
Tomasz Stanisław Kaźmierczak	in his own name
Krzysztof Piotr Stanowski	in his own name
Halina Lipke	in her own name and on behalf of Biuro Obsługi Inicjatyw Samopomocowych
Wojciech Maria Onyszkiewicz	in his own name and on behalf of Foundation “Pomoc Społeczna SOS”
Andrzej Stanisław Borowski	on behalf of Foundation “Pomoc Społeczna SOS”
Marzena Dębek	on behalf of Fundacja Inicjatyw Społeczno-Ekonomicznych [Foundation]
Paweł Stanisław Jordan	on behalf of Biuro Obsługi Inicjatyw Samopomocowych
Waldemar Piasecki, Piotr Uzbiak	On behalf of Fundacja Wiedzy Wedyjskiej [Foundation]

§ 2

The Foundation has a legal personality.

§ 3

The registered office of the Foundation is in Reguły, Michałowice commune, pruszkowski district, mazowieckie province.

§ 4

The Foundation operates in the territory of the Republic of Poland and abroad in compliance with Polish law and any other law applicable in the area of activity of the Foundation.

§ 5

Minister competent for social security shall be the supervisory authority of the Foundation.

§ 6

The Foundation shall use a seal indicating its name and registered office. The Foundation may use a translated version of its name.

§ 7

The Foundation may establish branches.

Chapter II

Objectives and means of operation

§ 8

Initiating, supporting and conducting community activity aimed at reducing areas of malnutrition in the poorest social groups and preventing food waste:

- a) organizing unused food collection and distribution system;
- b) food assistance for poorest persons and families, especially in the areas at risk of unemployment;
- c) supporting organizations and institutions concerned, in particular, with caring for children, youth, disabled, homeless, unemployed and others in difficult life circumstances;
- d) social promotion, in particular among young people, of attitudes disapproving of food wasting;
- e) developing rules of cooperation with governmental administration, local authorities, non-governmental organizations and other legal persons regarding food waste prevention.

§ 9

Foundation pursues its objectives through:

- a) searching for food supplies produced in excess and wasted;
- b) collection of food supplies and its redistribution to non-governmental organizations and other institutions conducting direct help to needy people;
- c) educational and publishing activities related to the objectives of the Foundation;
- d) establishing care and training institutions allowing for implementation and promotion of the objectives of the Foundation;
- e) cooperation with non-governmental organizations, governmental administration and local authorities and other institutions operating in the field of social support;

- f) providing material, training and organizational assistance to institutions conducting activities implementing the objectives of the Foundation;
- g) establishing contacts with organizations operating in Poland and abroad aims of which are not against the objectives of the Foundation;
- h) conducting non-profit public benefit activity:
 - 1. collection of food supplies and its redistribution to non-governmental organizations and other institutions conducting direct help to needy people; cooperation with non-governmental organizations, governmental administration and local authorities and other institutions operating in the field of social support; providing material, training and organizational assistance to institutions conducting activities implementing the objectives of the Foundation;
 - 2. educational activities;
 - 3. publishing activities.
- i) Conducting paid public benefit activity:
 - 1. Educational activities;
 - 2. Publishing activities concerning the objectives of the Foundation's operation

Chapter III

Assets and Income

§ 10

The assets of the Foundation include financial resources, movable property, real estate and intangible assets provided by the founders and obtained in the course of the activity of the Foundation.

§ 11

Assets are intended to pursue statutory objectives of the Foundation.

§ 12

The income of the Foundation comes, in particular, from:

- 1. donations, inheritance, bequests,
- 2. subventions,
- 3. movable property and real estate,
- 4. bank interest,
- 5. fundraising,
- 6. grants,
- 7. own activities.

§ 13

Income coming from donations, inheritance, bequests and grants shall be utilized to pursue all of the objectives of the Foundation, unless otherwise stipulated by the donor.

§ 14

It is forbidden to:

- 1. Grant loans or secure obligations with the assets of the Foundation to members of the governing bodies or employees of the Foundation and persons, to whom members of the organs or employees are married to, with whom they cohabit or their direct

relatives and kinsmen by affinity or their secondary relatives or kinsmen up to the second degree or persons related by adoption, guardianship or custody, hereinafter referred to as the “relatives”,

2. Transfer of the assets of the Foundation to members of the governing bodies or employees of the Foundation and their relatives, otherwise than on the basis of rules applicable to third parties, in particular, if this transfer is free of charge or on preferential terms,
3. Use the assets of the Foundation by members of the governing bodies or employees of the Foundation and their relatives, otherwise than on the basis of rules applicable to third parties, unless it is directly connected to the statutory objective of the Foundation,
4. Acquire goods or services from entities in which members of the governing bodies or employees of the Foundation or their relatives own interest, otherwise than on the basis of rules applicable to third parties or at prices exceeding current market value.

Chapter IV

Governing bodies of the Foundation

§ 15

Governing bodies of the foundation are:

- a) Foundation Board,
- b) Management Board.

§ 16

Foundation Board

1. Foundation Board consists of legal persons and natural persons accepted as member on the basis of rules stipulated in § 16 pt. 2b.
2. Legal and natural persons may be founders of the Foundation.
 - a) every legal person is represented in the Foundation Board by one representative (with one vote attached).
 - b) decision to accept a legal or natural person as member is adopted by two-thirds majority of votes cast of members present and entitled to vote, in the presence of at least half of the Foundation Board members.
 - c) participation in the Foundation Board is non-profit.
3. Foundation Board membership ceases upon:
 - a. death of a natural person or dissolution of legal person;
 - b. voluntary resignation;
 - c. decision of the Foundation Board, a member is removed from the board in case of:
 - acting persistently or grossly to the detriment of the Foundation or non-conformance with Articles of Association of the Foundation or its statutory objectives;
 - lack of participation in the works of the Foundation Board for a period of at least 2 years.
4. Membership in the Foundation Board and in the Management Board cannot be combined.

5. Members of the Foundation Board and members of the Management Board cannot be married to each other, cohabitate, be related or be kinsmen by affinity or remain subordinated to each other due to employment.
6. Persons convicted by a final and binding sentence for an intentional offence prosecuted ex officio or for a fiscal offence cannot be a member of the Foundation Board.
7. Members of the Foundation Board may receive reimbursement of eligible expenditure or remuneration for performance of their function in the amount not exceeding the average monthly gross wages and salaries announced by the President of the Central Statistical Office for the subsequent financial year.
8. Membership in the Foundation Board is suspended in case of:
 - a. member being appointed to the Management Board of the Foundation – for the period of performing duties in the Management Board;
 - b. member performing remunerated work for the Foundation.
9. Decision to remove a member from the Foundation Board is adopted by a resolution of a two-thirds majority of the votes cast of those present and entitled to vote, in the presence of at least half of Foundation Board members.
10. Members of the Board elect a chairman and two deputies from among themselves.
11. The Foundation Board shall be authorized to:
 - a. determine the scope of activity of the Foundation and ensure its proper performance by the Management Board;
 - b. appoint and dismiss members of the Management Board, appoint President and Vice-Presidents of the Management Board, revoke resolutions of the Management Board;
 - c. approve annual activity agenda of the Foundation;
 - d. approve the annual report of the Management Board, evaluate performance of the Management Board;
 - e. appoint field sections and subject committees consisting of persons cooperating with the Foundation in performing its objectives;
 - f. adopt amendments to the Articles of Association of the Foundation;
 - g. adopt resolution on the liquidation of the Foundation;
 - h. adopt resolutions regarding mergers with other foundations or associating with national or international federations;
 - i. resolve all other matters stipulated in the Articles of Association.
12. The ordinary Foundation Board meeting is convened by the Management Board at least twice a year, at the request of the Management Board. Representatives of the Management Board have the right to participate in the Foundation Board meetings.
13. The extraordinary Foundation Board meeting is convened by the Management Board on its own authority or at a written request of a member of the Foundation Board, no later than within one month since the receipt of the request. The Foundation Board may only consider matters for which the extraordinary meeting has been convened for.

§ 17

Management Board

1. Management Board consists of 3 to 5 persons including President and two Vice

Presidents of the Management Board.

2. Management Board is appointed for an indefinite period of time.
 - a. Foundation Board may dismiss the Management Board or each of its members at any time.
3. Persons convicted by a final and binding sentence for an intentional offence prosecuted ex officio or for a fiscal offence cannot be a member of the Management Board.
4. The Management Board is authorized to:
 - a. manage current activity of the Foundation;
 - b. represent the Foundation before third parties;
 - c. accept subventions, donations, inheritance and bequests;
 - d. prepare reports on the activity of the Foundation for the Foundation Board;
 - e. supervise the assets;
 - f. appoint a Director of the Foundation with competence corresponding to the competence of a Chief Manager, create and liquidate Foundation facilities, branches and appoint its managers;
 - g. adopt internal regulations;
 - h. determine employment figure and rules of remuneration;
 - i. make decision on all matters not reserved for the Foundation Board.
5. Management Board meetings are convened at least once every two months.
6. The Management Board operates on the basis of its self-adopted organizational by-laws.
7. Founders of the Foundation appoint the following members to the first Management Board:
 - a. President of the Management Board – Wojciech Onyszkiewicz
 - b. Vice President of the Management Board – Nathalie Bolgert
 - c. Vice President of the Management Board – Czesław Jurczyszyn
 - d. Member of the Management Board – Halina Lipke
 - e. Member of the Management Board – Józef Krawiecki

§ 18

1. All decision of the Foundation Board and the Management Board are adopted by way of a resolution in an open voting by simple majority in the presence of at least half of the members entitled to vote, unless Articles of Association provide otherwise.
2. Chairman of the Foundation Board/ Management Board meeting may initiate a secret voting in case of personnel matters and at the request of at least one person entitled to take part in the meeting with voting right.
3. Appointment of Management Board takes place in a secret voting with the number of candidates being unlimited.
4. The Foundation Board/ Management Board meetings are entered in the minutes.
5. Members of the Foundation Board and members of the Management Board cannot be related to each other or be kinsmen by affinity or remain subordinated to each other due to employment.

6. Persons convicted by a final and binding sentence for an intentional offence cannot be members of the Foundation Board.

§ 19

Two members of the Management Board, including the President or the Vice President, are authorized to represent the Foundation and make declarations of will on its behalf.

Chapter V Economic activity

§ 20

1. In order to pursue its objectives, the Foundation may conduct commercial activity in accordance with applicable law.
2. The Foundation may hold shares in commercial and civil law companies.
3. The Foundation Board shall determine the scope of commercial activity of the Foundation.
4. The Management Board manages commercial activity of the Foundation.
5. Financial management and accounting records are kept in accordance with laws applicable to legal entities, which are not social economy enterprises.

Chapter VI

Amendments to the Articles of Association and dissolution of the Foundation

§ 21

1. No amendments to the Articles of Association of the Foundation shall result in change or deletion of objectives of the Foundation listed in §8. Amendments to the Articles of Association may, however, result in broadening the scope of activity of the Foundation.
2. Resolution concerning amending the Articles of Association of the Foundation, liquidation of the Foundation, merger of the Foundation with other organizations or associating by the Foundation with federations are adopted at the Foundation Board meetings by two-thirds majority of the votes cast of those present and entitled to vote, in the presence of at least two-thirds of Foundation Board members.
3. The Foundation is liquidated in case of fulfillments of its objectives or in case its financial resources and assets are exhausted.
4. The Foundation Board shall appoint a liquidator of the Foundation. The Liquidator is authorized to:
 - a) submit an application to the registry court to initiate liquidation procedure,
 - b) call for creditors in press to submit their claims within 3 months period since the publication,
 - c) draw up a liquidation opening balance sheet and a creditor list,
 - d) draw up a financial plan of liquidation and plan regarding creditor satisfaction,
 - e) collect receivables, fulfill obligations and sell the assets of the Foundation,
 - f) transfer assets remaining after the satisfaction of creditors to designated entities,
 - g) submit, after the conclusion of the liquidation, an application for the deletion of the Foundation from the register,

h) deposit documents of the Foundation in the state archive.

§ 22

The Foundation Board will indicate an entity to which the assets remaining after the dissolution of the Foundation shall be transferred to.