

## **General provisions**

### **§ 1**

1. Foundation named "Fundacja ZPP" (ZPP Foundation), hereinafter referred to as the Foundation, established by: The Union of Entrepreneurs and Employers (Związek Przedsiębiorców i Pracodawców), hereinafter referred to as the Founder, by a notarial deed drawn up by Notary Andrzej Micorek in the Notary Office on 12 January 2022, ul. Nowy Świat 53, 00-042 Warsaw, operates on the basis of the provisions of Polish law and these Articles of Association.
2. The Foundation is apolitical and not affiliated with any religion.

### **§ 2**

1. The Foundation has legal personality.
2. The Foundation has been established for an indefinite period of time.

### **§ 3**

The Foundation shall be seated in the city of Warsaw.

### **§ 4**

1. The area of the Foundation's activity is the Republic of Poland; however, to the extent necessary for the proper achievement of its objectives, the Foundation may also conduct its activity outside the borders of the Republic of Poland.
2. The Foundation may use a translation of its name in foreign languages for the purpose of cooperation with foreign countries.
3. The Foundation may use distinctive audiovisual signs, in particular a graphic sign.
4. The minister responsible for the Foundation's objectives is the Minister of Economic Development and Technology.

### **§ 5**

The Foundation may establish certificates, badges, medals of honour and award them, together with other prizes and awards, to natural and legal persons who have made outstanding contributions to the Foundation or to the achievement of its objectives.

## **Objectives and operating rules of the Foundation**

### **§ 6**

The Foundation was established with the following objectives:

- 1) to promote and disseminate values relevant to economic development;
- 2) to carry out educational activities on areas of key importance to the development of the country;
- 3) to support the sustainability of the legal system and the security of legal transactions;
- 4) to promote the idea of common sense and fair competition;
- 5) to promote economic freedom;
- 6) to promote information on regulatory and socio-economic conditions in Poland;
- 7) to comprehensively support Poland's economic development.

### **§ 7**

The Foundation shall fulfil its goals through, among others:

- 1) financing educational, business, and social projects;
- 2) organising conferences, seminars, competitions, and other events, including public events promoting the objectives of the Foundation;
- 3) co-operating with local and government authorities and non-governmental organisations within the scope listed in the objectives of the Foundation;
- 4) undertaking and supporting activities which aim to improve the quality of the law, the process of its making and application,
- 5) undertaking charitable and aid activities, including organising public fundraisers.

### **§ 8**

The Foundation does not aim to make a profit for its governing bodies, and any funds held and acquired by the Foundation are used exclusively for the Foundation's own operation and the fulfilment of its statutory objectives.

### **§ 9**

In order to achieve its objectives, the Foundation may support the activities of other entities and institutions consistent with its objectives.

## **Assets and income of the Foundation**

### **§ 10**

The Foundation's assets consist of its founding capital in the amount of PLN 100,000 (in words: one hundred thousand zlotys) and other assets acquired by the Foundation in the course of its activities.

#### **§ 11**

The Foundation's income may be generated, in particular, the following:

- 1) donations, legacies, bequests;
- 2) grants and subsidies;
- 3) income from public fundraising;
- 4) income from movable and immovable property and property rights of the Foundation;
- 5) income from the assets of the Foundation.

#### **§ 12**

1. Income derived from grants, subsidies, donations, bequests and legacies may be used to achieve the Foundation's objectives in accordance with the applicable laws.
2. In matters of acceptance of donations and bequests, the declarations required by law are made by the Board of the Foundation.
3. When the Foundation is appointed to an inheritance, its Board submits a declaration of acceptance of the inheritance up to the level of net assets.

### **Foundation authorities**

#### **§ 13**

The authorities of the Foundation are the Foundation Council and the Board of the Foundation.

#### **§ 14**

1. The Foundation Council shall consist of 3 members. The Council elects from among its members a Chairman of the Council who manages its work.
2. Subject to section 3 the Foundation Council shall be appointed by the Founder.
3. In the event of the absence of the Founder or their legal successor, further members of the Foundation Council shall be appointed by the Foundation Council by resolution to substitute persons who have ceased to perform that function, or to expand the composition of the Foundation Council.

4. In particularly justified cases, a member of the Foundation Council may be dismissed by the Founder, and in the case of the absence of the Founder or their legal successor, it may take place as a result of a resolution adopted unanimously by the other members of the Foundation Council.
5. Membership in the Foundation Council shall cease in the event of a written resignation, the death of a member of the Foundation Council, the loss of their civil rights as a result of being convicted by a final court sentence for an offence committed intentionally or as a result of the dismissal referred to in section 4 above.
6. The Foundation Council is the authority that controls the activities of the Foundation in all areas of its operation.
7. The competences of the Foundation Council, in addition to others mentioned in the Articles of Association, include:
  - 1) conducting day-to-day control over the Foundation's activities;
  - 2) outlining the main directions of the Foundation's activities;
  - 3) approving the Foundation's annual financial statements and reports on the Foundation's activities;
  - 4) granting discharge to the members of the Board of the Foundation;
  - 5) establishing the remuneration of the members of the Board of the Foundation;
  - 6) approving annual and multi-annual plans and programmes of the Foundation's activities;
  - 7) approving the Foundation's operating plans, if any, including financial and material plans and reports on their implementation;
  - 8) making decisions on joining other organisations;
  - 9) making decisions on amending the Foundation's Articles of Association;
  - 10) in the absence of the Founder or their legal successor, appointing and dismissing members of the Board of the Foundation and appointing the President of the Board of the Foundation.
8. Meetings of the Foundation Council shall be held at the registered office of the Foundation or, with the consent of all members of the Foundation Council, outside the registered office of the Foundation.
9. Subject to section 11, meetings of the Foundation Council shall be held at least once a year and shall be called upon the request of a member of the Foundation Council or of the

Board of the Foundation, not earlier than within 7 days and not later than within 21 days from the date of submission of the relevant request at the Foundation's seat.

10. Council meeting may be convened in an extraordinary procedure in order to address a matter of a specific nature, on the initiative of the Board or at the written request of the Chairman of the Council or at least two members of the Foundation Council.
11. An extraordinary meeting of the Foundation Council must be called no later than 14 days from the date of the request.
12. The Chairman of the Foundation Council shall notify the members of the Foundation Council of a meeting by sending information about the date by e-mail or, if not possible, by registered post at least 7 days before the scheduled meeting.
13. Subject to the following sentence, the Foundation Council shall adopt resolutions by a simple majority of votes in the presence of at least half of the members of the Foundation Council. In the event of the appointment or dismissal of a member of the Board of the Foundation, the presence of all members of the Board of the Foundation is necessary for an effective resolution to be adopted.
14. Meetings of the Foundation Council may be held by electronic means of communication provided that each member is able to communicate with the other participants in the meeting.
15. Members of the Foundation Council may not be related to Members of the Board by blood or kinship, nor may they be subordinate to Members of the Board by virtue of employment or any other legal or factual relationship.
16. Membership of the Foundation Council may not be combined with membership of the Board of the Foundation.

#### **§ 15**

1. The Board of the Foundation may consist of between 2 and 5 members, including the President and Vice President of the Board.
2. The Board of the Foundation is appointed by the Founder. In the event of the absence of the Founder or their legal successor, the Board of the Foundation or its individual members are appointed by the Foundation Council.
3. In particularly justified cases, a member of the Board of the Foundation may be dismissed by the Founder, and in the case of the absence of the Founder or their legal successor, it may take place as a result of a resolution adopted unanimously by the Foundation Council.

4. Membership in the Board of the Foundation shall cease in the event of a written resignation from membership, the death of a member of the Board of the Foundation, the loss of civil rights as a result of being convicted by a final court sentence for an offence committed intentionally or as a result of the dismissal referred to in section 3 above.
5. The Board of the Foundation manages the Foundation's activities and represents it before third parties.
6. The tasks of the Board of the Foundation include in particular:
  - 1) managing the day-to-day operations of the Foundation;
  - 2) achieving the statutory objectives of the Foundation;
  - 3) drawing up the Foundation's annual action plans and financial plans;
  - 4) approving regulations;
  - 5) administering the assets of the Foundation;
  - 6) accepting donations, bequests, legacies, subsidies and grants.
7. The Board of the Foundation may appoint proxies to manage a separate sphere of matters falling within the tasks of the Board of the Foundation.
8. The Board of the Foundation may appoint a proxy. Any member of the Board of the Foundation may dismiss the proxy at any time.
9. The Board of the Foundation makes decisions at meetings, in the form of resolutions, by simple majority of votes.
10. Meetings of the Board of the Foundation shall be convened by the President of the Board on their own initiative or at the request of at least one member of the Board.
11. Meetings of the Board shall be held at the seat of the Foundation or, with the consent of all Board members, outside the seat of the Foundation.
12. Meetings of the Board shall be held as needed, but at least once per quarter.
13. Meetings of the Board shall be convened on the Board's own initiative or at the request of the Foundation Council, not earlier than 7 days and not later than 21 days from the date of submission of the relevant request at the Foundation's seat. The President of the Board shall notify the members of the meeting by sending information of the date by e-mail or, if this is not possible, by registered letter.
14. Meetings of the Board of the Foundation may be held by electronic means of communication provided that each member is able to communicate with the other participants in the meeting.

## **Manner of representation**

### **§ 16**

1. Declarations of will on behalf of the Foundation, subject to section 2, shall be made by two members of the Board acting jointly.
2. The Foundation may also be represented jointly by a Member of the Board and a proxy – if appointed.

## **Amendment of the Articles of Association of the Foundation**

### **§ 17**

Amendments to the Articles of Association of the Foundation shall be made by the Foundation Council, by an absolute majority of votes in the presence of all members.

## **Merger with another foundation**

### **§ 18**

1. The Foundation may merge with another foundation for the effective pursuit of its objectives.
2. A merger with another foundation may not take place if, as its result, the purpose of the Foundation could be substantially changed.
3. The decision to merge with another foundation is made by the Foundation Council by unanimous resolution, with the presence of all members of the Foundation Council.

## **Liquidation of the Foundation**

### **§ 19**

1. The Foundation shall be liquidated when the purposes for which it was established have been achieved or when its financial resources and assets have been completely exhausted.
2. The liquidators of the Foundation are appointed by the Foundation Council.

### **§ 20**

The decision to liquidate shall be taken by the Foundation Council and the Board of the Foundation by unanimous resolution, of all the Members of those bodies.

### **§ 21**

The financial resources and assets remaining after the liquidation of the Foundation may be allocated by a decision of the Foundation Council to foundations operating in the Republic of Poland with similar objectives.