

STATUTE OF THE MARE FOUNDATION
(the consolidated text of the 10th of December, 2015)

I. General provisions:

§1

1. The MARE Foundation, hereinafter referred to as “the Foundation” has been established by Anetta Marianna Rospara (hereinafter referred to as “the Founder”) by means of a notarial act drawn up on October 30th, 2015 by the notary Tomasz Trytt at the Notarial Office in Poznań, Aleja Wielkopolska 28, and registered under Rep. A No 9043/2015.
2. The Foundation carries on its activities on the basis of the provisions of the Act dated April 6th, 1984 on Foundations (Journal of Laws of 1991, No.46, item 203 with later amendments) as well as the provisions hereof.
3. The Foundation shall have legal personality as of the day of its registration in the National Court Register.

§2

1. The name of the Foundation in English shall be the MARE Foundation.
2. The seat of the Foundation is the Capital City of Warsaw.
3. The Foundation is established for an unlimited time.
4. The Foundation shall use a stamp with its name and location.
5. The Foundation shall have its own logotype.

§3

1. The Foundation shall operate in the territory of the Republic of Poland.
2. The Foundation can operate outside the Republic of Poland to fulfil its statutory objectives, in compliance with the legal order of the Republic of Poland and countries in which the Foundation will operate.

§4

1. The Foundation can establish field offices and become member of other companies and foundations.
2. The Foundation is a non-governmental organisation carrying out socially useful activities in the framework of public services specified in the Act on public benefit, for the benefit of the entire society.
3. The Foundation can operate in Poland and abroad only within the framework of its statutory objectives, that is by carrying out socially useful activities in the framework of public services.
4. The Foundation shall not operate in order to make profit. The achieved income shall be allocated to the implementation of statutory objectives.
- 5.

§5

The Minister competent for the objectives of the Foundation is the Minister of the Environment.

II. Objectives and principles of the Foundation:

§6

Objectives of the Foundation:

- 1) Protection of the environment, in particular marine ecosystems and ecological processes occurring in the sea in order to protect biodiversity and improve the quality of life;
- 2) Conservation of the marine living resources and their habitats through measures aimed at promoting sustainable exploitation of marine and coastal resources;
- 3) Protection of ecosystem and its components having an impact on the marine environment;
- 4) Shaping up and raising public awareness in environmental matters;
- 5) Helping people affected by ecological disasters and their effects.

§7

1. The Foundation shall realise the objectives listed under § 6 by:
 - 1) Acquiring financial resources and undertaking projects aimed at environmental protection, in particular the marine ecosystems and ecological processes occurring in the sea, as well as their components, which affect the state of the marine environment;
 - 2) Acquiring financial resources and undertaking projects and activities aimed at promoting and implementing the principles of sustainable exploitation of marine and coastal resources;
 - 3) Acquiring financial resources and undertaking projects and activities aimed at promoting and implementing the principles of sustainable maritime economy;
 - 4) Acquiring financial resources and undertaking projects and educational campaigns aimed at shaping up public awareness in environmental matters;
 - 5) Building up policies and strategies, both at national, the European Union and global level aimed at securing an adequate level of environmental protection, in particular the protection of marine ecosystems;
 - 6) Co-operating with the administration, advisory bodies, economic entities and other non-governmental organisations in Poland and abroad with a view to creating environmentally friendly positions and implementing sustainable measures;
 - 7) Actively participating in advisory bodies, dealing with marine ecosystems, both in Poland and abroad;
 - 8) Purchasing and leasing real estate aimed at protecting the environment and pursuing other objectives of the Foundation;
 - 9) Organising meetings, seminars, conferences, trainings, exhibitions, courses, trips connected with the protection of the environment, in particular the protection of marine ecosystems;
 - 10) Disseminating scientific knowledge and actively participating in its development by initiating and participating in research, expertise and analyses related to environmental protection, in particular the protection of marine ecosystems;
 - 11) Disseminating information on the environment and its threats, including the marine environment, through publications and other forms of communication;
 - 12) Participating in judicial and administrative proceedings within the scope of the objectives of the Foundation;
2. To achieve its goals, the Foundation may support the activities of legal entities and individuals, as well as join associations and organisations, whose activities are consistent with the objectives of the Foundation.

III. The assets and revenue of the Foundation:

§8

1. The assets of the Foundation are composed of the initial fund in the amount of 15,000.00 PLN (fifteen thousand Polish zlotys), which consists of financial contribution of the Founder and other assets purchased by the Foundation.
2. Realisation of the goals of the Foundation is financed from the fund and the revenues obtained by the Foundation according to the provisions set out in the Statute.

§9

The property of the Foundation comes from the revenues obtained from:

- 1) Donations, inheritances and legacies, both domestic and foreign;
- 2) Subsidies, grants and subventions;
- 3) Income from public events;
- 4) Income from real estate and other property rights;
- 5) Income from financial instruments, bank deposits and other investments;
- 6) Income from business activity.

§10

The Foundation may not take actions comprising:

- 1) extension of loans and securing liabilities with the assets of the Foundation with respect to members of the Foundation Council, members of the Foundation Board or the staff of the Foundation as well as to persons related to the members of the Foundation Council, the Board of Directors and the staff by blood or marriage, directly or collaterally or are bound by virtue of adoption, custody or guardianship, are in matrimony or direct consanguinity or affinity in a direct line, secondary consanguinity hereinafter referred to as “relatives”,
- 2) placing Foundation assets at the disposal of members of the Foundation Council, members of the Foundation Board, or Foundation employees and of their related persons subject to terms and conditions other than as would be applied to third parties, particularly where such placing at disposal proceeds on a free-of-charge basis or on preferential terms;
- 3) the use of the property for the benefit of Foundation Council members, members of the Board of Directors and the staff and their relatives, on the basis of principles different than those used in relation to third parties, unless this use is directly connected with the statutory activities of the Foundation,
- 4) purchase of goods or services from entities, that involve members of the Foundation Council, members of the Board of Directors and the staff and their relatives, on the basis of principles different than those used in relation to third parties, or at prices higher than market prices.

§11

1. Income from donations, inheritances and legacies can be used to fulfil the statutory objectives of the Foundation, unless the donors have decided otherwise.
2. If the Foundation is made eligible to inherit, the Foundation Board shall issue a declaration of rejection of inheritance if, at the time of the submission of this declaration, it is clear that the debts under this succession exceed the assets of succession.
3. The Foundation Board may issue a declaration of a rejection of inheritance also if, at the time of submission of this declaration it is clear that the assets of succession only slightly exceed the debts under this succession.

§12

1. The Foundation shall carry out its financial and accounting operations in accordance with the relevant binding provisions.
2. The Foundation shall be liable for its obligations with all its assets.

IV. Commercial activity:

§13

The Foundation may engage in commercial activity in Poland and abroad to the extent which serves the execution of its statutory objectives and solely as additional activities to the public benefit activities.

§14

1. The Foundation may engage in commercial activity which is additional to the public benefit activity referred to under §13 in accordance with the applicable legal provisions to raise funds for the implementation of the statutory objectives of the Foundation, however the excess of revenue over the expenses shall be spent only on public benefit activities.
2. The Foundation may carry out its commercial activity in the following areas:
 - 1) Non-specialised wholesale trade NACE 46.90;
 - 2) Retail sale via stalls and markets of other goods NACE 47.89;
 - 3) Retail sale via mail order houses or via Internet NACE 47.91;
 - 4) Book publishing NACE 58.11;
 - 5) Publishing of newspapers NACE 58.13;
 - 6) Publishing of journals and periodicals NACE 58.14;
 - 7) Other publishing activities NACE 58.19;
 - 8) Business and other management consultancy activities NACE 70.22;
 - 9) Research and experimental development on biotechnology NACE 72.11;
 - 10) Other research and experimental development on natural sciences and engineering NACE 72.19;
 - 11) Research and experimental development on social sciences and humanities NACE 72.20;
 - 12) Advertising agencies NACE 73.11;
 - 13) Market research and public opinion polling NACE 73.20;
 - 14) Organisation of conventions and trade show NACE 82.30;
 - 15) Other business support service activities n.e.c. NACE 82.99;
 - 16) Other education n.e.c. NACE 85.59;
 - 17) Educational support activities NACE 85.60.
3. The entire income from commercial activity shall be used to fulfil the statutory objectives of the Foundation.

§15

The initial value of the financial assets of the Foundation devoted to commercial activity is 5,000 zlotys (five thousand PLN).

V. The authorities of the Foundation

§16

1. The authorities of the Foundation are the Foundation Board (hereinafter called the Board) and the Foundation Council.
2. One person cannot be a member of both authorities.

§17

1. The members of the Board shall be appointed and revoked by the Foundation Council, except for the first Board, which is appointed by the Founder, including the Chair of the Board. The first Board may be revoked by the Foundation Council.
2. The Board is composed of two to five members, including the Chair appointed by the Foundation Council, subject to paragraph 1.
3. Board members are appointed for an indefinite period.
4. The Board may elect one Vice-Chair among its members.
5. Meetings of the Board shall be convened by the Chair, if it is impossible, by the Vice-Chair.
6. The Board may pass resolutions, if all its members have been invited and the meeting is attended by at least half of the members of the Board.
7. Meetings of the Board are chaired by the Chair, and in his absence, the Vice-Chair. If the Vice-Chair is absent, the meeting is chaired by the oldest from among the Board members.
8. The Board makes decisions during Board meetings in the form of resolutions which require a simple majority to pass, if all Board members have been invited and at least half of them are present. In the case of a tie, the Chair's vote prevails.
9. Membership in the Board shall cease upon resignation or death of the Board member, or as a result of recall.
10. Member of the Board may at any time submit a written resignation from his function. The resignation shall be submitted to the Foundation Council.
11. In the case of resignation, a Board member continues his duties until another person is appointed in his place, unless the Council decides otherwise.
12. A Board member may be recalled in the event of:
 - 1) carrying out activity which prevents proper performance of Board member functions,
 - 2) disease, disability or loss of strength causing permanent inability to perform the function,
 - 3) failure to meet the obligations of a Board member for a period longer than 2 (two) months,
 - 4) improper fulfilment of Board member obligations,
 - 5) serious breach of the provision of the Statute.
13. The members of the Board may not be members of other authorities of the Foundation.
14. The members of the Board may not be doomed by a sentence for any intentionally committed offence prosecuted by public indictment or for fiscal offences.
15. Detailed mode of operation of the Board is laid down in the Rules of Procedure of the Board.
16. Members of the Board may be employees of the Foundation.

§18

1. The Board shall manage the Foundation's activities and represent it in its external relations.

2. The Chair of the Board is authorised to represent the Foundation and submit declarations of intent on its behalf, and if the Board consists of several persons, each member of the Board is authorised to submit declarations of intent in non-proprietary cases, and the Chair or the Vice-Chair of the Board in property cases up to 10,000.00 zlotys (ten thousand PLN), property cases above 10,000.00 zlotys (ten thousand PLN) require the authorisation of two members of the Board , including the Chair or the Vice-Chair.

§19

1. The competences of the Board include:
 - 1) managing the current activity of the Foundation and representing it in its external relations,
 - 2) managing the Foundation's property and funds,
 - 3) making decisions on employment,
 - 4) defining the main directions of the Foundation's activity,
 - 5) adopting the annual and multi-annual work plans of the Foundation,
 - 6) implementing the work plans of the Foundation,
 - 7) preparing annual financial reports of the Foundation, required by accountancy provisions as well as annual report of the Foundation, according to the Law on Foundations, presenting them to the Council and then to the general public through publication on the Foundation's website,
 - 8) implementing specific decisions of the donors, as long as they are in compliance with the objectives of the Foundation or the provisions of the Statute,
 - 9) adopting regulations and internal acts not provided for in the Statute as competences of the Foundation's Council,
 - 10) submitting proposals for amendments in the Statute, decisions on merging, creating branches or liquidation of the Foundation,
 - 11) taking decisions in all matters not transferred to the competences of other authorities.
2. The Board is accountable to the Council for the implementation of the statutory objectives of the Foundation, as well as for the correctness and rationale of activities undertaken by the Foundation.

§20

1. The Foundation Council shall have control and surveillance authorities and initiative, independent from the Board and not subject to internal audit or surveillance.
2. The Foundation Council is composed of 3 (three) up to 7 (seven) members.
3. Under the Statute, the Founder shall be part of the Council, and other members of the Council shall be appointed by the Founder for an indefinite period, subject to the provisions of paragraph 4.
4. In the event of the death of the Founder, the Foundation Council shall appoint new Council members by an absolute majority of votes, in the presence of at least half of the Council members.
5. The Foundation Council shall elect its Chair and Vice-Chair from among its members.
6. The Chair of the Foundation Council shall manage its activity and represent the Council in its external relations.
7. The Foundation Council convenes in session at least once a year.
8. The Foundation Council meetings shall be convened by its Chair, and if it were impossible, its Vice-Chair.
9. The Foundation Council meetings shall be chaired by the Chair, and in his absence the Vice-Chair. If the Vice-Chair is absent, the meeting is chaired by the oldest from among the Board members.

10. The Foundation Council makes its decisions in the form of resolutions adopted by simple majority. In case of a tie, the Chair's voice prevails.
11. Resolutions of the Council may be adopted by written vote (by correspondence), under the provisions of paragraph 10.
12. The members of the Foundation Council:
 - 1) may not sit on the Foundation Board or be related to members of the Foundation Board by virtue of familial relations or subordination in an employment relation,
 - 2) should not be convicted of having committed a deliberate crime prosecuted by public indictment or for fiscal offences,
 - 3) may not receive remuneration as members of the Foundation Council or for taking part in its meetings
13. Before the appointment of the members of the Foundation Council, the Founder shall collect declarations of the fulfilment of requirements laid down in paragraph 12, point 1 and 2 from the candidates and after their nomination shall pass these declarations to the Board.
14. The members of the Foundation Council shall not remuneration for the work of the Council, except for the reimbursement of documented expenses relating to their participation in the Foundation Council meetings, including travel costs.
15. Detailed mode of operation of the Council is laid down in the Rules of Procedure of the Council.

§21

Specifically, the Foundation Council:

- 1) appoints and recalls the Board members, including the Chair, subject to the provisions of paragraph 17 point 1;
- 2) appoints a representative to sign contracts with the Board members,
- 3) adopts amendment to the Foundation Statute,
- 4) evaluates the use of assets and funds,
- 5) evaluates annual reports of the Board on current activity,
- 6) submits opinions in compliance with the provisions of the Statute,
- 7) adopts and amends the rules of procedure of the Council and adopts the rules of procedure of the Board with proposed amendments,
- 8) adopts resolutions on merging or liquidation of the Foundation or establishing a branch,
- 9) makes decisions on salaries of the Board members,
- 10) approves the acquisition, disposal and encumbrance of real estate,
- 11) expresses opinions on matters presented by the Board.

§22

1. Membership of the Foundation Council shall cease in the case of written resignation, recall or death of a person exercising this function.
2. Member of the Foundation Council may at any time submit a written resignation from his function. The resignation shall be submitted to the Chair of the Council. The Chair submits its resignation to the Vice-Chair.
3. The Chair of the Council shall dismiss a member of the Council for important reasons. Dismissal of the Chair of the Foundation shall be made by the affirmative vote of $\frac{3}{4}$ of all votes in a secret ballot, conducted without the participation of the Chair.
4. The Founder may not be deprived of membership in the Foundation Council, in the manner referred to in paragraph 3.

VI. Amendments to the Statute of the Foundation:

§23

1. Amendments to the Foundation Statute are adopted by the Council, on its own initiative or at the request of the Foundation Board.
2. Amendments to the Statute may refer to the objectives for which the Foundation has been established, referred to in the Founding Act.
3. Resolutions on the amendments of the Statute of the Foundation shall be taken by 2/3 of all votes (two thirds) in the presence of at least half of the members of the Council.

VII. Liquidation of the Foundation:

§24

1. The Foundation may be liquidated in the event that all objectives for which the Foundation had been established have been met or in the event that the financial resources and assets are exhausted.
2. The Foundation Council resolves to liquidate the Foundation by virtue of unanimous resolution, taken at the request of the Board.
3. The liquidation is carried out by a liquidator appointed by the Foundation Council.
4. Assets remaining after the liquidation shall be allocated to the statutory objectives of the Foundation.

VIII. Final provisions:

§25

1. By 31 March every year, the Foundation shall submit a report on its activities for the previous year to the competent Minister.
2. The Statute shall enter into force on the date of registration of the Foundation by the District Court of the city of Warsaw.