

**CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF GDAŃSK WATER FOUNDATION**  
as at 19.12.2016

**GDAŃSK WATER FOUNDATION**  
**ARTICLES OF ASSOCIATION**

**CHAPTER I. GENERAL PROVISIONS**

**§ 1**

1. Gdańsk Water Foundation has been established by the will of the following:
  - Office International de l'Eau (International Water Office) based in France,
  - Freshwater Center based in Denmark,
  - Governor of Gdansk Region,
  - Gdansk Municipality,
  - Regional Fund for Environment Protection and Water Management in Gdańsk.**by the notary deed drawn up on 23 September 1994 before Maria Dambek, Notary Public, Register No A 11229/94, amended by the notary deed of 12 January 1995, register A 488/95.**
2. Legal persons referred to in item 1 above, by whose will Gdańsk Water Foundation was established, shall further be called Benefactor Founders.
3. The Foundation works under the provisions of Act of 6 April 1984 about foundations (full consolidated text, Statute Journal (Dz. U.) of 1991, item 203), and these Articles of Association.
4. The Foundation pursues its tasks within the limits of annual financial plans, in correspondence to the continually accumulated financial resources.

**§ 2**

The Foundation is established for an indefinite period.

**§ 3**

The foundation serves the society in general by working with Polish and foreign organisations, pursuant to the binding legal regulations.

**§ 4**

The seat of the foundation is the City of Gdańsk.

**CHAPTER II. GOALS AND RULES, FORMS AND SCOPE OF ACTIVITY**

**§ 5**

The goal of the Foundation, within the limits of the Polish law, are as follows:

- 1) in the area of science, education and ecology
  - a) to disseminate knowledge of water management, especially the principles of managing water resources in catchment areas;
  - b) to provide supplemental professional education in areas related to water and wastewater management;
  - c) to take actions for rational use of water and other actions in the area of ecological education;
- 2) in the area of European integration and development of contacts and cooperation between societies
  - a) to facilitate the exchange of information between research centres and to promote the results of their work;
  - b) to facilitate the exchange of information and contacts between the users of waters, local authorities and government agencies;
  - c) to cooperate with other countries to promote new technologies, harmonise standards and exchange experiences and information in water management.

**§ 6**

The Foundation will achieve its goals through the following activities:

1. Gathering and facilitating access to up-to date scientific, technical, economic and legal documentation and information related to water management;
2. Conducting training for a range of professionals related to water management and facilitating their constant adaptation to the changing requirements arising from technical progress, local and regional conditions and current legal system.

#### **§ 6<sup>1</sup>**

1. The Foundation will conduct business activities with the scope and scale appropriate for the Foundation's goals.
2. The Foundation's business activities are subsidiary to its statutory activities.
3. The Foundation may not generate profit on its statutory activity. The income from the Foundation's business activities may only be allocated towards its statutory goals.

### **CHAPTER III. FOUNDATION GOVERNING BODIES**

#### **§ 7**

The Foundation Governing Bodies are:

- 1) Foundation Board;
- 2) Management Board.

#### **§ 8**

1. The Foundation Board supervises the achievement of the Foundation's goals on behalf of the Benefactor Founders.
2. The Foundation Board is composed of:
  - a) Benefactor Founders – one representative each, with voting rights,
  - b) representative of the Ministry of Environmental Protection, Natural Resources and Forestry of the Polish Republic, with voting rights,
  - c) representative of the Limousin Regional Council, with voting rights,
  - d) donors appointed by Board resolution to participate in the Foundation Board, with voting rights or with advisory vote.
3. The Management Board participates in the sessions of the Foundation Board, with advisory vote.
4. Individuals or legal persons specifically invited by the Foundation Board to participate in Foundation Board meetings may take part in the meetings.
5. Each of the Benefactor Founders, the Minister of Environmental Protection, Natural Resources and Forestry and the Limousin Regional Council have the right to dismiss at any time their designated representative to the Foundation Board.
6. Each of the Benefactor Founders, the Minister of Environmental Protection, Natural Resources and Forestry and Limousin Regional Council have the right to resign from participating in the Foundation Board. The President must be notified about such decision by registered letter.

#### **§ 9**

The Foundation Board has the following powers:

1. to elect the President and the Secretary of the Foundation Board;
2. to elect and dismiss the President of the Management Board, further referred to as the President of the Foundation;
3. to nominate, at the President's request, other persons, who shall join the President of the Foundation on the Management Board of the Foundation;
4. to supervise the Management Board of the Foundation;
5. to evaluate how the goals of the Foundation are achieved, in particular, to approve annual reports of the Management Board on Foundation activity and its financial statements;
6. to acknowledge the fulfilment of duties by the Management Board for achieving the planned targets for the preceding year;
7. to approve the annual material/financial plans of the Foundation, submitted by the Management Board;
8. to change the Foundation's goals or amend the Articles of Association of the Foundation;
9. to liquidate the Foundation;
10. to approve the Articles of Association and the composition of the Programme Board;
11. to define the principles of remuneration for the employees of the Management Board, including the President of the Foundation;
12. to approve the organisational structure of the Foundation;
13. to accept new members of the Foundation Board;
14. to temporarily second a member of the Foundation Board to act as member of the Management Board if there is no Management Board or the function temporarily cannot be performed.

#### **§ 10**

Before third parties, the President of the Foundation Board is the representative of the Foundation in international relations.

### § 11

The term of office of the bodies of the Foundation Board is 2 years, unless circumstances of item 5 § 8 occur.

### § 12

1. The Foundation Board makes all decisions in the form of resolutions.
2. The Benefactor Founders, the Minister of Environmental Protection, Natural Resources and Forestry and the Limousin Regional Council have the following number of votes in the Foundation Board:

- Minister of Environmental Protection, Natural Resources and Forestry	1,
- Governor of Gdansk Region	3,
- Gdansk Municipality	1,
- Regional Fund for Environment Protection and Water Management in Gdansk	1,
- Office International de l'Eau	3,
- Limousin Regional Council	1,
- Freshwater Center	2.
3. The resolutions of the Foundation Board are adopted in the following way:
  - a) ordinary majority in the presence of the Board members commanding at least 3/4 votes on the following matters:
    - appointment and dismissal of Management Board members,
    - approval of annual material/financial plans,
    - defining the manner of operation of the Foundation Board and the Programme Board,
    - approval of annual reports of the Management Board on Foundation activity and its balance sheets,
    - annual acknowledgement of the fulfilment of duties of the Management Board;
  - b) unanimously, in the presence of the Board members commanding at least 3/4 votes, on the following matters:
    - accepting new members of the Foundation Board. If the newly accepted member of the Foundation Board is to have voting rights, amendments to the Articles of Association are needed, defining the new distribution of votes, keeping the principle that 50% of votes are Polish and 50% of votes are foreign.
    - defining the new distribution of votes in case of resignation of one of the Benefactor Founders, as provided for in item 6 § 8. The new distribution of votes must keep the principle that 50% of votes are Polish and 50% of votes are foreign.
    - changing the goals, or amending the Articles of Association, or dissolving the Foundation.
  - c) ordinary majority in the presence of the Board members commanding at least 1/2 votes in all matters not mentioned in items 3a and 3b. In case of a tie vote, the President's vote shall prevail.
4. The Foundation Board may, for important reasons, especially if there is no quorum present at a Foundation Board meeting, adopt a resolution by circulation. Voting by circulation is called by the Foundation President on his or her own initiative, or at request from a Foundation Board member. Draft resolutions must be submitted to the members of the Foundation Board at least 14 days before the voting deadline. Should voting by circulation be called due to a lack of quorum at the Foundation Board meeting, the provisions of the Articles of Association regarding quorum shall not apply.
5. Each member of the Foundation Board may be represented by a person duly authorised for the purpose.

### § 13

1. The Foundation Board meets as needed, but no less than twice a year. One of these meetings shall be on the approval of the balance sheet and the material and financial plans of the foundation; it shall take place within four months from the end of the budget year.
2. The programme of activity and the budget for the given year must be approved by the Foundation Board by 31 January.
3. Foundation Board meetings are called by its President or on request from the members of the Foundation Board holding no less than 1/4 of the votes.
4. The administrative formalities related to calling the Foundation Board meeting is the responsibility of the Management Board. It will define a date most likely to achieve quorum and send notifications of the agenda and the date of the meeting in writing, return receipt requested, one month prior to the planned date of the meeting.
5. During the first two years of the Foundation's activity, the meetings of the Foundation Board shall be held on Polish, French and English. All documents related to the activities of the Foundation Board in that period shall be edited in those three languages. After the initial period, the Foundation Board shall decide about further practice in this matter (§ 12 item 3a).

#### **§ 14**

The meetings of the Foundation Board shall be minuted. The minutes signed by the Foundation Board President and Foundation Board Secretary are to be stored at the Foundation offices. The minutes shall be in Polish, French and English. The minutes shall be translated by sworn translators.

#### **§ 15**

The conditions for participation in the work of the Foundation Board shall be defined during its first session.

#### **§ 16**

During the first meeting, the Foundation Board shall elect the Foundation president in a secret ballot. It will also nominate, at the President's request, other persons, who shall join the President of the Foundation on the Management Board of the Foundation.

#### **§ 16<sup>1</sup>**

The Foundation Board, in performing its supervision tasks regarding the Management Board of the Foundation, has the right to:

- 1) ask the Management Board of the Foundation to present any documents related to the Foundation's activities,
- 2) ask members of the Management Board for written or oral clarifications.

#### **§ 16<sup>2</sup>**

1. The membership in the Foundation Board may not be combined with a function in the Management Board or being employed by the Foundation.
2. The members of the Foundation Board may not:
  - 1) remain in relation by kinship or affinity, or subordination through employment with members of the Management Board,
  - 2) be convicted by a court of justice for wilful misconduct,
  - 3) receive for participation in the Foundation Board, reimbursement of reasonable expenses, or remuneration, higher than defined in Article 8 item 8 of the Act of 3 March 2000 on the remuneration of persons managing certain legal entities.

#### **§ 17**

1. The Management Board consists of between 1 and 3 members, including the President.
2. The Management Board runs the activities of the Foundation and represents the Foundation before third parties.
3. Declarations of will on behalf of the Foundation are made by the President of the Management Board alone, or by two members of the Management Board jointly, or attorneys in the scope defined in the power of attorney documents granted by the Management Board.

#### **§ 18**

1. Membership in the Management Board is terminated when:
  - a) resignation is accepted by the Foundation Board,
  - b) a member is dismissed by the Foundation Board,
  - c) a member of the Management Board dies,
  - d) acknowledgment of the fulfilment of duties is not granted to the Management Board.

#### **§ 19**

The responsibilities of the Management Board include the following:

1. Managing the activities of the Foundation within the material/financial plans approved by the Foundation Board;
2. Employing administrative, technical and teaching staff of the Foundation, pursuant to the employment scale and budget approved by the Foundation Board;
3. Defining the organisational structure of the Foundation's outposts;
4. Preparing material/financial plans for the Foundation, and reports on activity and balance sheets of the Foundation;
5. Organizing Foundation Board and the Programme Board meetings;
6. Maintaining a donors list.

## § 20

The members of the Management Board receive monthly salaries defined by the Foundation Board.

## CHAPTER IV. ORGANIZATION AND ADMINISTRATION OF THE FOUNDATION

### § 21

The Management carries out its tasks through administrative and technical staff employed by the Foundation, and teaching staff employed full time or temporarily.

### § 22

1. The Management Board is assisted by the Programme Board.
2. The members of the Programme Board are approved by the Foundation Board at the request of the Management Board.
3. Office International de l'Eau and Freshwater Center are members of the Programme Board.

### § 23

The responsibilities of the Programme Board include:

- 1) proposing main areas of activity and training for the Foundation,
- 2) substantive evaluation of training programmes, selection of teaching staff and choice of training methods.

### § 24

The conditions for participation in the work of the Programme Board shall be defined by the Foundation Board during its first session.

### § 25

The Programme Board is headed by a Chairman elected by the Programme Board for 2 years.

### § 26

The Programme Board meets on request of its Chairman or the President of the Management Board, but no less than twice a year. The organization of the Programme Board is the responsibility of the Management Board, who notifies its members of the agenda and date of the meeting in writing, one month prior to the planned date of the meeting. During the first two years of the Foundation's activity, the meetings of the programme Board shall be held in Polish, French and English. All documents related to the activities of the Programme Board in that period shall be edited in those three languages. After the initial period, the Foundation Board shall decide about further practice in this matter (§ 12 item 3a).

## CHAPTER V. ASSETS AND INCOME

### § 27

1. The assets of the Foundation consist of the start-up fund of PLN 826 500, made up of the following:
  - PLN 349 760 contributed by Office International de l'Eau, an equivalent of 800 000 French francs,
  - PLN 113 640 contributed by Freshwater Center, an equivalent of 300 000 Danish kroner, for which the Foundation is to purchase in Denmark the equipment for a pilot station for waste water treatment technology,
  - PLN 100 000 contributed by Regional Fund for Environment Protection and Water Management in Gdansk,
  - PLN 2 000 contributed by the Municipality of Gdańsk,
  - real estate located in Gdańsk at ul. Na Stępcie 3a, worth PLN 211 600 contributed by the Governor of Gdańsk Region on behalf of the State Treasury.
2. The assets of the Foundation shall be supplemented with funds originating from:
  - a) subsidies and donation from legal persons and individuals,
  - b) income from movable assets, real estate and property rights,
  - c) bank interest,
  - d) profit on business activities conducted by the Foundation,
  - e) capital transactions,
  - f) other income.
3. Office International de l'Eau provides technical support to the Foundation to help it develop its statutory activities and supplies the Foundation with technical and teaching equipment helpful in its activities.

#### **§ 28**

The assets and income of the Foundation, referred to in § 27 of these Articles serve towards the achievement of statutory goals of the Foundation, including covering operational costs of the Foundation.

#### **§ 28<sup>1</sup>**

1. The foundation may not grant loans or make any pledges or guarantees with the Foundation assets for the benefit of the members of the governing bodies, or employees of the Foundation, or persons with whom these members or employees are related by marriage, remain in primary relation by kinship or affinity, secondary relation by kinship or affinity, or are related due to adoption, guardianship or custody, further referred to as "relatives".
2. The Foundation may not transfer its assets to the members of its bodies or employees of the Foundation or their relatives in any way different than it would to third parties, especially if such transfer occurs free of charge or under preferential terms,
3. The Foundation may not use its assets for the benefit of members of its bodies or employees of the Foundation or their relatives in any way different than for third parties, unless such use is directly provided for by the statutory goals of the Foundation,
4. The Foundation may not purchase goods or services under special terms from entities, if members of Foundation bodies or Foundation employees or their relatives have any participation in the activities of such entities.

#### **§ 29**

The Foundation shall be liable for its debts with all its assets. The Benefactor Founders shall not be liable for the Foundation's debts.

#### **§ 30**

The income of the Foundation, referred to in § 27 item 2 point a) may be used for the implementation of all its goals, unless the donors decide otherwise.

#### **§ 31**

Purchase or sale of real estate, or establishing a mortgage, require approval of the Foundation Board (§ 12 item 3a).

#### **§ 32**

The Management Board is obliged to submit a report on substantive activity, and the balance sheet as at 31 December each year, to the Foundation Board. The balance sheet should be prepared and checked on the basis of financial reporting principles for foundations, pursuant to the Polish law. The balance sheet shall be checked by the Foundation Board.

### **CHAPTER Va. BUSINESS ACTIVITY**

#### **§ 32<sup>1</sup>**

The object of the Foundation's activity, referred to in § 6<sup>1</sup> of the Articles of Association, includes the following items from Polish Classification of Activity (PKD):

- 1) book publishing (22.11.Z),
- 2) publishing of journals and periodicals (22.13.Z),
- 3) other publishing activities (22.15.Z),
- 4) other service activity related to printing industry (22.25.Z),
- 5) reproduction of computer recorded media (22.33.Z),
- 6) computer hardware consultancy (72.10.Z),
- 7) data processing (72.30.Z),
- 8) database activity (72.40.Z),
- 9) business and other management consultancy activities (74.14.A),
- 10) construction, urban planning and technology design activities (74.20.A),
- 11) technical testing and analysis (74.30.Z),
- 12) advertising (74.40.Z),
- 13) translation and secretarial services activity (74.83.Z),
- 14) organisation of tradeshows and exhibitions (74.84.A),
- 15) out-of-school forms of education, not classified elsewhere (80.42.Z),
- 16) motion picture and video distribution activities (92.12.Z).

### § 32<sup>2</sup>

Out of the start-up fund, PLN 10 000.00 is allocated towards business activity.

### § 32<sup>3</sup>

Business activities of the Foundation shall be managed by the Management Board.

## CHAPTER VI. LIQUIDATION OF THE FOUNDATION

### § 33

1. The foundation is subject to liquidation if the financial resources and assets of the Foundation run out and if measures taken by the Foundation Board (e.g. changing the Management Board, seeking donation) fail to improve the financial situation of the Foundation.
2. The situation determining liquidation of the Foundation for the above mentioned reasons is the moment when further activity would result in insolvency.
3. A resolution to liquidate the Foundation for the above mentioned reasons is adopted by the Foundation Board at the Management Board's request, pursuant to § 12 item 3b.

### § 34

1. The foundation may also be liquidated if the goals for which it was originally established have been achieved. In such a case, the liquidation resolution must be adopted unanimously in the presence of all members of the Foundation Board.
2. If not all members of the Foundation Board with voting rights are present at the first meeting, the Foundation President shall fix the date for the following meeting pursuant to § 12 item 4. At the second meeting, the liquidation resolution may be adopted unanimously by all the present members of the Foundation Board with voting rights.

### § 35

As of the date of the liquidation resolution, the name of the Foundation shall be supplemented by the words "in liquidation" and the Foundation President shall become the Foundation Liquidator.

### § 36

The Liquidator shall prepare final material and financial liquidation report and, after having it approved by the Foundation Board, submit it to the Governor of Gdańsk Region.

## CHAPTER VII. FINAL PROVISIONS

### §37

These Articles of Association may be amended by resolution of the Foundation Board, pursuant to the provisions of § 12 item 3b. The Management Board shall notify the Registry Court about any amendments to the Articles of Association.

We, the undersigned Benefactor Founders of Gdańsk Water Foundation hereby declare, that we sign these Articles of Association without qualifications or remarks and adopt it as binding for the Foundation.

Governor of Gdansk Region  
Maciej Płażyński

Gdansk Municipality  
Longin Mażewski, Wacław Szulc

Regional Fund for Environment Protection and Water Management in Gdansk  
Elżbieta Turowiecka, President of the Management Board

Office International de l'Eau  
Sylvain Rouzeau

Freshwater Center  
Benny Hagelskjaer