

**CERTIFIED TRANSLATION FROM POLISH**

[The translated document consists of 8 numbered pages.]

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Ośrodek Wspierania Organizacji Pozarządowych

[NGO Support Center]

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[logo of the association: OWOP]

**CONSTITUTION OF THE ASSOCIATION**  
**"Ośrodek Wspierania Organizacji Pozarządowych"**  
["NGO Support Center"]

**Chapter 1**  
**GENERAL PROVISIONS**

**§1**

1. The NGO Support Center is an "Association" governed by the provisions of the Act of 7 April 1989: Law of Associations (Journal of Laws of 2001, no.79, item 855 as amended) and this Consitution.
2. The Association is based in the city of Białystok.

**§2**

1. The Association operates on the territory of the Republic of Poland, with Podlaskie Province in particular.
2. The Association may also operate outside the Republic of Poland.
3. The Association is established for an unlimited period of time.

**§3**

1. The activity of the Association is based on volunteer work of its members.
2. To conduct its activity, the Association may also hire employees, including the Association's members. The Association's operations may also be supported by volunteers.

**§4**

1. The Association may enter companies or cooperative societies in order to obtain the funds to carry out its objectives described in the Consitution.
2. The Association may join together with other organizations to form a union of associations or sign various cooperation agreements.

**§5**

1. The Association may establish its own awards and honorary medals and award them, along with other distinctions and prizes, to individuals and legal entities.
2. The Association may use seals and emblems in line with the currently binding legal regulations.



## Chapter 2

### OBJECTIVES AND TASKS

#### §6

1. The main purpose of the Association is to develop civil involvement and provide a comprehensive support to civil organizations.
2. The objectives of the Association are:
  - a) to support local and translocal initiatives,
  - b) to support the development of non-governmental organizations,
  - c) to inspire and support the cooperation between NGOs and central and local government,
  - d) to support the initiatives aimed at building a civil society,
  - e) to inspire, support and promote self-help and civil involvement,
  - f) to foster intersectoral cooperation,
  - g) to promote and organize voluntary services,
  - h) to support and develop social economy and corporate social responsibility,
  - i) to support the development of local government units and their organizational units,
  - j) to support social, professional and educational integration and reintegration.
3. To achieve its objectives the Association:
  - a) initiates cooperation and collaboration with non-governmental organizations as well as public sector and business entities
  - b) gets involved in the legislative process regarding social issues of major concern,
  - c) conducts information and publishing activity,
  - d) conducts educational activities,
  - e) provides a comprehensive consulting and advisory service,
  - f) initiates cooperation with foreign and international organizations and institutions,
  - g) organizes cultural events,
  - h) promotes local and translocal initiatives,
  - i) conducts charitable activities,
  - j) conducts business activity, participates in companies with national and foreign entities and organizes joint business venture in line with the binding legal regulations,
  - k) pursues the common goals of NGOs.
4. The Association's objectives and goals are described in detail in its strategy and annual work plans.

## Chapter 3

### MEMBERS

#### §7

1. Members of the Association are divided into:
  - a) regular members,
  - b) supporting members,
  - c) honorary members.

#### §8

1. The regular membership in the Association is open to any individual who has the Polish citizenship and a full legal capacity and commits to perform voluntary work for the Association.
2. The membership in the Association is granted based on a decision made by the Management Board



in the form of a resolution. The candidate becomes a member after signing a member's declaration form.

3. The Management Board keeps a register of members and collects membership fees.

#### §9

1. Members of the Association have the right:
  - a) to vote and to stand as a candidate in the elections to the Association's governing bodies,
  - b) to participate and vote at the General Assembly,
  - c) to participate in all projects executed by the Association,
  - d) to submit opinions, proposals and motions regarding the Association's activity,
  - e) to use the Association's equipment, services and assistance.
2. Members of the Association are obliged to:
  - a) work together to achieve the Association's objectives and goals,
  - b) abide by the Association's Constitution, rules, regulations and resolutions,
  - c) pay the membership fees on time.

#### §10

1. The supporting membership in the Association is open to any individual or legal entity, regardless of their citizenship and place of residence, who/which provides assistance to the Association on a permanent and free-of-charge basis.
2. The supporting membership in the Association is granted based on a decision made by the General Assembly of Members. The candidate becomes a member after signing a member's declaration form.

#### §11

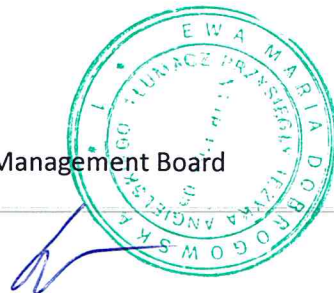
1. The honorary membership in the Association is open to any individual, regardless of their citizenship, who has made an outstanding contribution to the field of the Association's activity.
2. The honorary membership in the Association is granted based on a decision made by the General Assembly of Members upon a justified recommendation made by the Management Board.

#### §12

1. Supporting and honorary members of the Association have the right:
  - a) to participate in the General Assembly in an advisory capacity,
  - b) to participate in all projects executed by the Association,
  - c) to submit opinions, proposals and motions regarding the Association's activity,
  - d) to use the Association's equipment, services and assistance.
2. Supporting and honorary members of the Association are obliged to:
  - a) provide the declared contribution,
  - b) abide by the Association's Constitution, rules, regulations and resolutions.

#### §13

1. A member ceases to be a member as a result of:
  - a) leaving the Association,
  - b) being expelled from the Association based on a resolution adopted by the Management Board



- passed with an absolute majority of votes cast by the statutory number of members,  
c) the member's death.
2. A member may be expelled from the Association in the case of:
    - a) a blatant violation of the Constitution, rules, regulations or resolution adopted by the Association's governing bodies,
    - b) a failure to pay membership fees for at least 12 months,
    - c) acting to the detriment of the Association.
  3. An appeal against the Management Board's resolution expelling a member from the Association may be filed to the General Assembly of Members within 14 days from its reception. The appeal is considered at the following General Assembly of Members, which makes a final decision in this matter.
  4. The honorary membership may only be taken away by the General Assembly of Members acting upon the request of the Management Board.

#### Chapter 4 GOVERNING BODIES

##### §14

1. The Association's governing bodies are:
  - a) the General Assembly of Members
  - b) the Management Board
  - c) the Review Commission
2. The Management Board's and the Review Commission's term in office lasts two years and expires once the General Assembly of Members has granted them discharge from the performance of their duties.
3. Members of the governing bodies referred to in point 2 above perform their functions until the positions have been taken over by the newly appointed persons.
4. The members of the Association's governing bodies are entitled to reimbursement of reasonable expenses borne while performing their duties.

##### §15

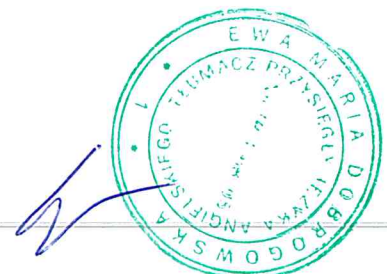
1. Unless the Association's Constitution stipulates otherwise, the resolutions adopted by the Association's governing bodies are passed by a simple majority of votes if more than half of the statutory number of the body's members are present.

##### §16

1. The General Assembly of Members is the highest governing body of the Association.  
The General Assembly of Members consists of all regular members of the Association, who have voting rights, and supporting members and honorary members, acting in a non-voting, advisory capacity.

##### §17

1. The General Assembly of the Association's Members can be:
  - a) ordinary,
  - b) extraordinary.



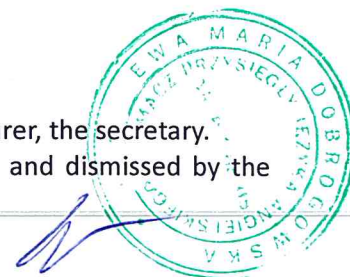
2. The Ordinary General Assembly of the Association's Members is convened by the Management Board once a year, by the end of June at the latest.
3. The Extraordinary General Assembly of the Association's Members is convened by the Management Board within 30 days from receiving a written request submitted by the Review Commission or one fifth of the total number of the Association's members.
4. The Extraordinary General Assembly of the Association's Members may be convened in any matter that the requester deems important for the Association.
5. The request referred to in point 3 above should contain such information as the proposed date, place and agenda of the Extraordinary General Assembly of the Association's Members.
6. The Management Board notifies the members about the date, place and proposed agenda not later than 14 days before the date of the General Assembly.
7. Unless otherwise stipulated in the reconvening notice, the reconvened General Assembly is held one hour later than the first one and at the same place.
8. At the reconvened General Assembly of the Association's Members, the resolutions may be adopted in the presence of less than the half of the total number of members.

§18

1. The functions of the General Assembly of the Association's Meeting are, in particular:
  - a) to define the goals and the programme of the Association's activity
  - b) to consider and approve the reports submitted by the Association's governing bodies
  - c) to elect the President and the members of other governing bodies of the Association for the next term in office or dismiss them before the end of their term in office
  - d) to adopt and amend the Association's annual work plans
  - e) to approve the annual balance sheets and financial statements submitted by the Management Board
  - f) to grant discharge to the outgoing Management Board upon a request made by the Review Commission
  - g) to determine the membership fee
  - h) to determine the maximum amount for legal transactions that can be performed by the President without the need to obtain the consent of the Management Board
  - i) to consider appeals from the Management Board's resolutions expelling a member from the Association
  - j) to grant and withdraw honorary membership in the Association
  - k) to adopt resolutions amending the Constitution or affecting its interpretation
  - l) to adopt resolutions closing the Association or merging it with another association
  - m) to adopt resolutions regarding the Association's joining a union of associations, a company or a cooperative society.
2. The resolutions referred to in point 1 above, letters k), l), m) are passed with a 2/3 majority of votes.
3. The General Assembly of the Association's Members may deal with and rule on any matter that is not reserved for the competence of other governing bodies of the Association.
4. The General Assembly of the Association's Members may establish standing and ad hoc committees and determine their subject and method of work.

§19

1. The Management Board consists of 5 members, i.e.: the President, the treasurer, the secretary.
2. The President and the members of the Management Board are appointed and dismissed by the



General Assembly of Members.

3. If a Board member steps down before the end of term, the Management Board appoints a new member by means of co-opting but the number of co-opted members cannot be more than two.
4. Members of the Management Board may receive remuneration for performing their functions.

#### §20

1. The Management Board handles all of the Association's operations, represents it outside and reports to the General Assembly.
2. The Management Board is competent, in particular:
  - a) to manage the assets of the Association as instructed by the General Assembly
  - b) to execute the resolutions adopted by the General Assembly
  - c) to convene the General Assembly
  - d) to appoint and dismiss committees, teams, agents and other bodies, and to assign tasks to them
  - e) to adopt periodical plans regarding the Association's work and finances,
  - f) to follow the Association's personnel policy
  - g) to define the employee remuneration rules
  - h) to hire employees based on contracts of employment, civil law agreements or voluntary service agreements
  - i) to draft annual balance sheets and financial statements
  - j) to draft annual and final reports on their activities.

#### §21

1. The Management Board's resolutions are passed with a simple majority of votes.
2. The Management Board's meetings are held whenever needed but at least once per quarter.

#### §22

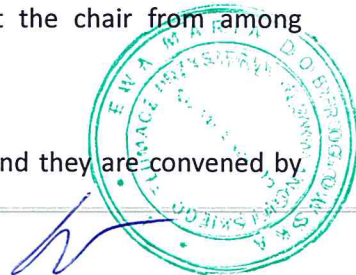
1. To be valid, a declaration of intent made by the Association's Management Board must be signed by the President of the Management Board alone or by two other Members of the Board acting jointly.

#### §23

1. The Review Commission is appointed by the General Assembly of Members as a three-member body for internal control and supervision.
2. The member of the Review Commission:
  - a) cannot be a member of the Management Board or be married to, cohabitate with or be related by blood or marriage to a member of the Management Board.
  - b) have a criminal record,
3. The function of the Review Commission is to perform a formal and substantive control the Association's financial operations.
4. The Review Commission verifies also whether:
  - a) the Constitution and the rules and regulations based on the Constitution are respected,
  - b) periodical work plans are followed,
  - c) the Association's documentation is kept in a correct way.
5. At their first meeting, the members of the Review Commission elect the chair from among themselves and adopt a work plan.

#### §24

1. The meetings of the Review Commission are held at least twice a year and they are convened by



the chair.

2. In order to perform their functions, the particular members of the Review Commission have access, at all times, to all the documents of the Association. The Review Commission files an annual report on its operations to the General Assembly of the Association's Members.
3. If the Review Commission finds any significant irregularities or funds misuse, they request the Management Board to convene an Extraordinary General Assembly of Members. In the situation referred to in point 4, the Management Board convenes an Extraordinary General Assembly of Members within the maximum of 30 days.

#### §25

1. In order to perform its functions, the Management Board may establish the Association's Office and appoint its Director.
2. The Director manages the works of the Office based on the rules and regulations adopted by the Management Board.

### Chapter 5 ASSETS

#### §26

1. The Association's assets include: movable property, real estate, funds and intangibles that have been received or acquired to be owned or used.
2. The Association's assets are derived from:
  - a) the work performed by the Association's members,
  - b) membership fees,
  - c) revenues from the Association's property,
  - d) donations, legacies and bequests,
  - e) subsidies and contributions,
  - f) public fundraisers,
  - g) proceeds from business activity.
3. The Association's assets are meant to be used by the Association to pursue its goals and cover its necessary expenses.

#### §27

1. The Association's funds and assets are managed by the Management Board.

#### §28

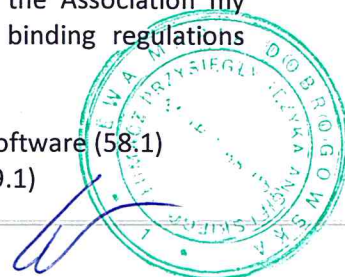
1. If the Association is a beneficiary to an estate, the inheritance will be accepted with the benefit of inventory.

### Chapter 6 BUSINESS ACTIVITY

#### §29

1. In order to pursue its purpose and objectives defined in the Constitution, the Association may conduct the following business activity in accordance with the currently binding regulations regarding the Polish Classification of Activities:

1. Publishing books and periodicals and other publishing activity, except for software (58.1)
2. Activities related to motion pictures, videos and television programmes (59.1)



3. Sound recording and music publishing activities (59.2)
  4. Computer software, IT consultancy and other related activities (62.0)
  5. Data processing, website management (63.1)
  6. Other information service activities (63.9)
  7. Legal services (69.1)
  8. Accounting and bookkeeping activities; tax consultancy (69.2)
  9. Management consultancy (70.2)
  10. Research and experimental development on social sciences and humanities (72.2)
  11. Advertising (73.1)
  12. Market research and public opinion polling (73.2)
  13. Photography (74.2)
  14. Translation and interpretation (74.3)
  15. Other professional, scientific and technical activities not elsewhere classified (74.9)
  16. Rental and leasing of other machinery, equipment and tangible goods (77.3)
  17. Leasing of intellectual property and similar products, except copyrighted works (77.4)
  18. Travel agent and tour operator activities (79.1)
  19. Other booking services and related activities (79.9)
  20. Office administration services, including supporting activities (82.1)
  21. Organisation of fairs, trade shows and conventions (82.3)
  22. Out-of-school forms of education (85.5)
  23. Educational support activities (85.6)
  24. Non-residential social assistance for the elderly and disabled (88.1)
  25. Other non-residential social assistance (88.9)
  26. Creative activity related culture and entertainment (90.0)
  27. The activity of libraries, archives, museums and other cultural activity (91.0)
  28. Activity related to sports (93.1)
  29. Entertainment and recreational activities (93.2)
  30. Activity of other membership organizations (94.9)
  31. Other services (96.0)
  32. Rental and management of own or leased real estate (68.2)
2. The Association may conduct the activities detailed in its Constitution on a paid basis pursuant to the Public Benefit Activities and Voluntary Service Act.

## **Chapter 7**

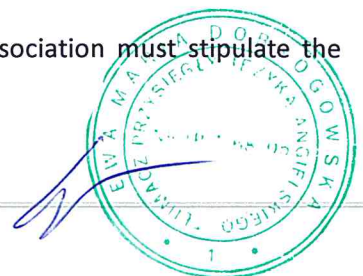
### **FINAL PROVISIONS**

#### **§30**

1. To dissolve the Association, merge it with another association or amend its Constitution, a resolution must be adopted by the General Assembly of Members with 2/3 majority of votes cast in the presence of more than a half of the Association's members.
2. As regards the matters listed in point 1 above, the General Assembly cannot be reconvened earlier than after two weeks from the date of the first convention. At the reconvened General Assembly resolutions may be passed in the presence of less than a half of the total number of members.

#### **§31**

1. A resolution of the General Assembly of Members dissolving the Association must stipulate the following:
  - a) the allocation of the Association's assets,
  - b) the members of the liquidation committee,



- c) the basic rules of liquidation.
2. The liquidation committee consists of three members of the last Management Board.

§32

1. The Association can merge with other associations or join unions of associations.
2. The Association cannot merge with other associations if its basic purpose would change as a result of such a merger.

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23.09.2019

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President of the Management Board  
NGO Support Center  
Katarzyna Łotowska  
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Member of the Management Board  
NGO Support Center  
Iwona Zaborowska  
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Constitution of the NGO Support Center

***I, the undersigned, Ewa Maria Dobrogowska, a sworn translator of English, hereby certify the above to be a true and correct translation of the submitted original document drafted in Polish.***

***Date: 31.08.2020***

***Repertory number: 181/08/2020***



*Ewa Maria Dobrogowska*