

**STATUTE**  
**of Omenaa Foundation**

**§ 1**

The Foundation is established under the name Omenaa Foundation.

**§ 2**

1. Omenaa Foundation, hereinafter referred to as the “Foundation”, has been established by Omenaa Mensah, Monika Julia Ledóchowska and Daniel Sebastian Ozon, hereinafter referred to as the “Founders”, by means of a notarial deed drawn up by Marcin Łaski, a Notary Public in Warsaw, ul. Grzybowska 2 lok. 26 B, on 30 April 2014, under Repertory A No. 4918/2014.
2. The Foundation operates on the basis of the provisions of the Act on Foundations and other applicable laws and regulations as well as the provisions hereof.

**§ 3**

The Foundation is a legal person.

**§4**

The seat of the Foundation is the Capital City of Warsaw.

**§ 5**

The area of the Foundation’s activity is the territory of the Republic of Poland and if within the necessary scope of realized aims, it reserves the right to operate outside the borders of the Republic of Poland.

**§ 6**

The Foundation is supervised by the minister in charge of culture and national heritage with regard to the Foundation’s objectives.

## **§7**

1. The Foundation uses stamps and emblems with an inscription indicating the name and the seat of the Foundation. The Foundation may use a distinctive logo.
2. The Foundation can establish medals and badges of honor and grant them together with other prizes awarded to persons for their services on behalf of the Foundation.

## **§ 8**

The Foundation may establish branches and representative offices.

## **§ 9**

The Foundation is established for unlimited time.

## **§ 10**

The Foundation is established to realize its statutory objectives. The objectives of the Foundation are as follows:

1. supporting the comprehensive development of children and young people, including their education and development of their pro-social and ecological attitudes,
2. promoting the Republic of Poland, the cultural heritage of Polish regions and local communities, both nationally and internationally,
3. spreading of the knowledge about other countries, cultures, problems of minorities,
4. combating discrimination, in particular with regard to age, sex, belief, race, nationality, disability,
5. elimination of prejudice against minorities, the elderly, the disabled, children and young people with difficult material or health situations,
6. promotion and protection of children's rights, supporting the family,
7. development of entrepreneurship,
8. development of contacts and cooperation between societies, nations, races,

9. development of Polish-African cooperation,
10. supporting the development of technology, invention and innovation and dissemination and implementation of new technical solutions in economic practice.

## **§ 11**

1. The Foundation achieves its statutory objectives by:
  1. creating educational programs within the scope of the objectives of the Foundation, including programs of education in the field of ecology,
  2. supporting research,
  3. organizing trips to other countries or towns in the Republic of Poland for children and young people,
  4. creating and running integrated preschools, integrated schools, interest clubs, lounges, non-school learning and training centers,
  5. organizing seminars, conferences, workshops, trainings, fairs, festivals, concerts within the scope of the objectives of the Foundation,
  6. information, journalistic and publishing activities, including creating and publishing journals and books and running websites within the scope of the objectives of the Foundation,
  7. running social campaigns within the scope of the objectives of the Foundation,
  8. organizing other undertakings within the scope of the objectives of the Foundation.
2. In addition to realizing projects initiated by itself, the Foundation co-operate with other institutions, organizations and persons in order to achieve common statutory goals. This cooperation may be reflected by either organizational, advisory, educational, logistical or promotional support or by assistance in obtaining the necessary funds from other sources.
3. The Foundation may be a member of any organization of Polish and foreign entities with a coherent statutory objectives.

## **§ 12**

The Foundation's assets consist of the Initial Fund in the amount of 110.000,00 zł (one hundred and ten thousand zlotys) as well as other property acquired during the term of the Foundation's activity.

### **§ 13**

The assets of the Foundation are in total spend on realization of the statutory objectives.

#### **§ 14**

The Foundation is responsible for its liabilities with all of its assets.

#### **§ 15**

1. The Foundation's financial income may derive from:
  - a) domestic and foreign donations, heritages, bequests,
  - b) subsidies and grants from legal persons and organizations without legal personality,
  - c) incomes from the Foundation's movable and immovable assets,
  - d) interest on bank deposits and investments,
  - e) incomes from collections and public events,
  - f) other incomes from the Foundation's activities.
2. Incomes from subsidies, donations, heritages, bequests may be in total spent on realization of the statutory objectives if the donors have not decided otherwise.

#### **§ 16**

1. The Foundation authorities include:
  - a) the Foundation's Management Board,
  - b) the Founders' Assembly.
2. The Founder's Assembly may appoint:
  - a) the Program Council,
  - b) the Council of Sponsors,
  - c) the Honorary Council of the Foundation.
3. The members of the Founders' Assembly, the Program Council, the Council of Sponsors and the Honorary Council of the Foundation may not receive remuneration for their work in the authorities. In certain justified cases the Foundation's Management Board may decide reimburse documented

expenses relating to members' participation in the work of the Founders' Assembly, the Program Council, the Council of Sponsors and the Honorary Council of the Foundation.

### **§ 17**

1. The Foundation's Management Board conducts its activity and represents Foundation to the third party.
2. The Foundation's Management Board consists of 2 (two) or more persons, including the President of the Management Board.
3. The President of the Management Board and the members of the Foundation's Management Board are appointed by the Founders' Assembly for unlimited time.
4. The membership in the Foundation's Management Board is terminated by a member's resignation, death of a member or by a dismissal by the Founders' Assembly.

### **§ 18**

1. The Management Board's tasks consist of, in particular:
  - a) realization of the Foundation's statutory objectives,
  - b) raising funds for the realization of the Foundation's statutory objectives,
  - c) accepting donations, heritages and bequests as well as subsidies and grants in the name of the Foundation,
  - d) managing the Foundation's assets in accordance with the guidelines of the Founders' Assembly,
  - e) formation of separate funds for realizing certain objectives in accordance with the guidelines of the Founders' Assembly,
  - f) determining the number of employees and the principles of remuneration for the Foundation's employees in accordance with the guidelines of the Founders' Assembly,
  - g) formation and liquidation of the branch offices.

### **§ 19**

1. The Management Board's sessions are held as needed, not less frequently than once in a month. The Management Board's sessions are appointed and led by the President of the Management Board's. The Management Board's sessions may also be appointed by any of the Founders.
2. All of the Management Board's members shall be informed about the Management Board's session.
3. The Management Board adopts new decisions in a resolution form by normal majority of votes. If the vote is tied, the President of the Management Board has the casting vote.

## **§ 20**

Declarations of will on the behalf of the Foundation are made by the President of the Management Board acting singly or by two members of the Management Board acting jointly.

## § 21

1. The Founders' Assembly consists of all of the Founders.
2. The President of the Founders' Assembly is the Founder Omenaa Mensah. In the case of a the Founder Omenaa Mensah's permanent inability to act as the President of the Founders' Assembly, the Founders' Assembly appoint another of its member to act as the President of the Founders' Assembly.
3. The Founders' Assembly are convoked by the President of the Founders' Assembly. The Founders' Assembly shall be held at least once in a calendar year.
4. The Founders' Assembly's competences consists of, in particular:
  - a) appointing and recalling the members of the Management Board, including the President of the Management Board, and the members of the Program Council, the Council of Sponsors and the Honorary Council of the Foundation;
  - b) adopting amendments to the Statute of the Foundation;
  - c) defining the main directions of the Foundation's activities;
  - d) determining directional guidance for the Management Board as to the allocation of the assets;
  - e) adopting the by-laws of the Program Council, the Council of Sponsors and the Honorary Council of the Foundation, defining their activities and actions;
  - f) other matters, not reserved in the Statute or the mandatory provisions for the other authorities of the Foundation.
5. The Founders' Assembly adopts new decisions in a resolution form by normal majority of votes. For its validity, a resolution requires the Founder Omenaa Mensah's vote in favor of the resolution.

## § 22

The Founders' Assembly may adopt the Statute's amendments, including amendments in the statutory objectives of the Foundation and amendments to the statute regarding the admissibility of the business activity of the Foundation.

## § 23

1. The Program Council may be appointed by the Founders' Assembly at any time. Its tasks consist of:

- a) applying to the Management Board with motions regarding the Foundation's realization of its statutory objectives,
  - b) expressing opinions on the matters presented by the Management Board.
2. The Program Council consists of at least 3 (three) natural persons, appointed by the Founders' Assembly for 2 (two) years. The Program Council shall elect its Chairman from among its members at the first session. The Chairman of the Program Council may be changed due to the Chairman's resignation from the function of a Program Council's member, a dismissal of the Chairman adopted by the Program Council, the Chairman's loss of the membership in the Program Council or the Chairman's death.
  3. Membership in the Program Council shall terminate in the event of a Program Council's member's resignation, the member's death, a dismissal of the member adopted by the Founders' Assembly or due to the expiry of the period of time for which a member was appointed.
  4. The Program Council works on sessions appointed by the Chairman of the Program Council at least once a year. The Program Council's session may also be appointed by the Management Board. There shall be one Management Board's member present at the Program Council's session in order to provide explanations. All of the Program Council's members as well as the Management Board's members shall be informed about the Program Council's session.
  5. The Program Council adopts new decisions during its sessions in a resolution form by normal majority of votes. If the vote is tied, the Chairman of the Program Council shall have the casting vote. Each of the Program Council's members shall have one vote.
  6. Individuals and representatives of organizations whose activity is consistent with the objectives of the Foundation may be invited to participate in the Program Council's session. Their participation is advisory.

## § 24

1. The Council of Sponsors may be appointed by the Founders' Assembly at any time. Its tasks consist of:
  - a) applying to the Management Board with motions regarding the Foundation's realization of its statutory objectives,
  - b) expressing opinions on the matters presented by the Management Board.
2. The Council of Sponsors consists of at least 2 (two) natural or legal persons or other organizational units which have been granted the legal personality by law who declare to provide substantial

financial support for the realization of the objectives of the Foundation, appointed by the Founders' Assembly for unlimited time. The Council of Sponsors shall elect its Chairman from among its members at the first session. The Chairman of the Council of Sponsors may be changed due to the Chairman's resignation from the function of a Council's member, a dismissal of the Chairman adopted by the Council of Sponsors, the Chairman's loss of the membership in the Council of Sponsors or the Chairman's death.

3. Membership in the Council of Sponsors shall terminate in the event of a Council of Sponsors' member's resignation, the member's death or loss of the legal personality or a dismissal of the member adopted by the Founders' Assembly.
4. The Council of Sponsors works on sessions appointed by the Chairman of the Council of Sponsors at least once a year. The Council of Sponsors' session may also be appointed by the Management Board. All of the Council of Sponsors' members as well as the Management Board's members shall be informed about the Council of Sponsors' session.
5. The Council of Sponsors adopts new decisions during its sessions in a resolution form by normal majority of votes. If the vote is tied, the Chairman of the Council of Sponsors shall have the casting vote. Each of the Council of Sponsors' members shall have one vote.

## § 25

1. The Honorary Council of the Foundation may be appointed by the Founders' Assembly at any time. Its tasks consist of expressing opinions on the matters presented by the Management Board.
2. The Honorary Council of the Foundation consists of natural or legal persons or other organizational units which have been granted the legal personality by law appointed by the Founders' Assembly for unlimited time in recognition of outstanding contributions. Membership in the Honorary Council of the Foundation shall terminate in the event of an Honorary Council of the Foundation's member's resignation, the member's death or loss of the legal personality or a dismissal of the member adopted by the Founders' Assembly.
3. The Honorary Council of the Foundation adopts new decisions during sessions in a resolution form by normal majority of votes. The sessions are appointed by one of the Honorary Council of the Foundation's members or by the Management Board. Each of the Council of Sponsors' members shall have one vote.

## § 26

Starting an economic activity by the Foundation requires prior amendment to the Statute.

## § 27

1. The Foundation shall be liquidated in a situation prescribed in the law.
2. The decision upon the Foundation liquidation shall be made by the Founders' Assembly.
3. The Founders' Assembly will indicate a subject to whom the Foundation's assets remaining after the liquidation shall be transferred, with regard to the objectives of the Foundation.