

CERTIFIED TRANSLATION FROM POLISH

/The document consists of 6 pages.-/-

**BY-LAWS-/-
of the Polish Humanitarian Action Foundation-/-**

I. General Provisions-/-

§1-/-

The Polish Humanitarian Action Foundation, hereinafter referred to as the "Foundation", was set up under a notarial deed drawn up at the Office of Notary Marek Bartrnicki in Warsaw on 1 December 1994 under Repertory A No. 616/94, a copy of which is enclosed as an attachment to these By-Laws, by the Founders: Ms Janina Ochojska residing in Toruń, ul. Teligi 3a m. 81, Mr. Włodzimierz Sarna residing in Warsaw, ul. Bruzdowa 93a and Mr. Tomasz Wilk residing in Warsaw, ul. Bacewicz 7 m. 38.-/-

§2-/-

The seat of the Foundation shall be Warsaw. The Foundation may operate within the area of the Republic of Poland and abroad.-/-

§3-/-

The Foundation shall have legal personality. The Foundation shall use a seal with the Foundation's name and address as prescribed by applicable laws. In its foreign relationships the Foundation may use its name in a foreign language.-/-

§4-/-

Oversight over the Foundation's operations shall be exercised by the Minister of Health.-/-

II. Objects and Tasks of the Foundation-/-

§5-/-

The object of the Foundation is to organize and offer humanitarian and development aid, benevolent and charitable, socially useful and educational assistance and to counteract social exclusion.-/-

§6-/-

The Foundation shall carry out the objects set forth in §5 above in particular through:-/-

1. Research and gathering of information on aid needs;-/-
2. Solicitation, transportation and distribution of means of support;-/-
3. Formation of permanent and temporary aid missions;-/-
4. Formation and support of aid centers;-/-
5. Publishing and training;-/-
6. Organization of cultural and educational events and informational campaigns;-/-
7. Organization of public collection initiatives;-/-
8. Organization of conferences and seminars;-/-
9. Humanitarian and development education;-/-
10. Organization of recreation and leisure activities for children and youth.-/-

III. Foundation's Assets and Revenues-/-



§7-/-

The Foundation's assets consist of funds in the amount of PLN 15 million contributed by the Founders in equal portions as the seed money, the revenues defined in §8 as well as other funds.-/-

§8-/-

1. Revenues of the Foundation are:-/-
 - a) further in-kind and monetary contributions from the Founders;-/-
 - b) monetary and in-kind donations, inheritances, stock and bonds as well as other domestic and foreign legacies;-/-
 - c) miscellaneous income from public donations;-/-
 - d) revenues derived from public collection initiatives;-/-
 - e) grants and subsidies;-/-
 - f) assessments and other court-ordered payments;-/-
 - g) other receipts.-/-
2. Revenues of the Foundation may be used to carry out any of its objects unless otherwise decided by donors.-/-

§9-/-

The Foundation maintains its financial accounts in conformity with applicable regulations.-/-

§10-/-

1. The Foundation's revenues set forth in §8 are intended entirely for its statutory operations.-/-
2. It shall be forbidden to:-/-
 - a) grant loans or secure obligations by the Foundation's assets in favor of members of its authorities or employees or the persons with whom members of the Foundation's authorities or employees remain in a relationship of marriage, concubinage, lineal consanguinity or direct affinity, collateral consanguinity or secondary affinity to the second degree, or are bound by virtue of adoption, care or guardianship, hereinafter referred to as "close persons";-/-
 - b) transfer the Foundation's assets to members of its authorities or employees and their close persons on a non-arm's length basis, especially if the transfer is made free of charge or on preferential terms;-/-
 - c) use the assets for the benefit of members of the Foundation's authorities or employees and their close persons on a non-arm's length basis, unless such use arises directly from a statutory object;-/-
 - d) purchase goods or services from entities in which members of the Foundation's authorities or employees and their close persons are involved, on a non-arm's length basis or at prices higher than market prices.-/-

§11-/-

The Foundation shall not pursue business activities.-/-

IV. Authorities of the Foundation-/-

§12-/-

Authorities of the Foundation are:-/-

1. The Foundation Council;-/-
2. The Foundation's Management Board;-/-
3. The Audit Committee.-/-

§13-/-



1. The Foundation Council shall consist of its Founders and persons invited by them to cooperation.-/-
2. The Foundation Council shall appoint and recall the Management Board and the Audit Committee as well as its particular members.-/-

§14

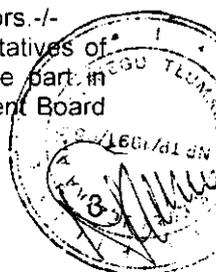
1. The Foundation's Management Board shall consist of three to five persons.-/-
2. Members of the Management Board shall serve without remuneration. Members of the Management Board may be employees of the Foundation.-/-
3. A member of the Foundation Council may also serve as a Management Board member.-/-
4. A Management Board member shall participate in Management Board's work in person.-/-
5. The Foundation Council may, at any time, ex officio, at a request of the person concerned or at a request of the Management Board President, recall a Management Board member; a resolution to that effect shall define the date as of which the Management Board member will be discharged from duty.-/-
6. The Management Board may be topped up through appointment by the Foundation Council at a request of the Management Board.-/-
7. A Management Board member may be recalled due to:-/-
 - a) a lengthy illness preventing the Management Board member from serving;-/-
 - b) improper discharge of the duties of Management Board member;-/-
 - c) gross violation of the provisions of these By-Laws.-/-
8. A Management Board member may submit his/her resignation from the Board.-/-

§15-/-

1. The Foundation's Management Board shall have the authority to:-/-
 - a) define the baseline and action plans intended for the implementation of the Foundation's objects;-/-
 - b) set up Funds and define the rules of their administration;-/-
 - c) manage the Foundation's funds and assets;-/-
 - d) incur liabilities and sign contracts;-/-
 - e) represent the Foundation, carry out legal transactions in its name and grant powers of attorney to do so;-/-
 - f) compile reports on Management Board operations and approve balance sheets for each year of the Foundation's operations;-/-
 - g) set up national and foreign offices and nominate their managers;-/-
 - h) select the Management Board President and Secretary;-/-
 - i) nominate the Foundation's Director;-/-
 - j) designate Management Board members to sign employment contracts with Foundation employees;-/-
 - k) fix the remuneration of Foundation employees;-/-
 - l) any other activities necessary to implement the Foundation's objects.-/-
2. The work of the Management Board shall be managed by the Management Board President.-/-

§16-/-

1. Meetings of the Management Board shall be convened by the Management Board President or two Management Board members whenever necessary but at least quarterly.-/-
2. A request to convene a meeting of the Management Board may also be made by Foundation employees.-/-
3. Members of the Management Board should be notified of each Management Board meeting and its agenda at least seven days before the date of the meeting.-/-
4. A Management Board member may be accompanied at a meeting by his/her advisors.-/-
5. The Management Board President may, as needed, invite to a meeting representatives of other entities cooperating with the Foundation in specific fields. They shall take part in Management Board meetings in an advisory capacity. Meetings of the Management Board



may be attended, at an invitation of the Management Board President or member, by office or department managers in an advisory capacity.-/-

6. The Management Board President may make all or part of a Management Board meeting secret. In that case, such a meeting may be attended by members of the Foundation's authorities.-/-
7. Resolutions of the Management Board, except those set out in §20, shall be adopted in an open ballot by a simple majority of votes with at least half of those entitled to vote being present.-/-

§16a-/-

1. Persons convicted by a final judgment for a deliberate crime subject to public prosecution or for a fiscal crime shall not be allowed to serve as members of the Foundation's Management Board or Audit Committee.-/-
2. No person shall serve as both member of the Foundation's Management Board and member of the Audit Committee.-/-
3. Members of the Foundation's Management Board and Audit Committee shall not remain with other members of those authorities in a relationship of marriage, concubinage, consanguinity, affinity or professional subordination.-/-

§17-/-

1. A statement of will on behalf of the Management Board may be made by two members of the Management Board or one Management Board member and an agent appointed by the Management Board.-/-
2. A statement of will in the course of normal management may be made individually by a Management Board member or an agent acting under a power of attorney granted by a Management Board resolution.-/-

§18-/-

1. The Audit Committee shall be the Foundation's audit authority and consist of three persons appointed by the Foundation Council.-/-
2. Members of the Audit Committee shall have the right to take part in Management Board meetings in an advisory capacity.-/-
3. The Audit Committee shall have the authority to:-/-
 - a) audit the operations of the Management Board;-/-
 - b) report to the Foundation Council on the audit of Management Board operations.-/-
4. The Foundation Council may recall a member of the Audit Committee due to:-/-
 - a) a lengthy illness preventing the Audit Committee member from serving;-/-
 - b) improper discharge of the duties of Audit Committee member;-/-
 - c) gross violation of the provisions of these By-Laws.-/-
5. An Audit Committee member may submit his/her resignation.-/-

V. Foundation's Daily Operations-/-

§19-/-

1. Daily operations of the Foundation shall be carried out by its Offices and Missions.-/-
2. Offices and Missions shall be set up by the Management Board by way of resolutions.-/-
3. The rules of Office and Mission operations shall be defined in regulations adopted by the Management Board.-/-
4. The Foundation may, in compliance with applicable provisions, serve as a member of other organizations pursuing similar statutory objects.-/-

VI. Amendment of the Foundation's Objects and By-Laws-/-

§20-/-



A resolution amending the objects or By-Laws shall be adopted by the Management Board unanimously with at least ¾ of the Management Board members present.-/-

VII. Liquidation of the Foundation-/-

§21-/-

The Foundation shall be liquidated in the events stipulated in the Foundations Act.-/-

§22-/-

A resolution on Foundation's liquidation shall be adopted by the Foundation Council. The Foundation Management Board shall appoint the liquidator equipped with the rights and obligations of the Foundation Management Board. The Management Board shall fix the liquidator's fee.-/-

§23-/-

Upon liquidation, the Foundation's assets should be distributed among Polish institutions designated by the Foundation Management Board, whose activities are consistent with the Foundation's objects.-/-

§24-/-

The Foundation Management Board shall notify the competent Minister of the liquidation of the Foundation.-/-

Management Board members:-/-

Janina Ochojska-Okońska /handwritten signature: illegible/-/-

Grzegorz Gruca /handwritten signature: illegible/-/-

Aleksandra Rezunow /handwritten signature: illegible/-/-

Włodzimierz Sarna /handwritten signature: illegible/-/-

Maciej Bagiński /handwritten signature: illegible/-/-

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I, the undersigned, Maria Filimon, sworn translator at the Minister of Justice of the Republic of Poland, hereby certify the above to be a true and accurate translation of the document (original) written in Polish and presented to me.

Warsaw, 11 May 2011, Repertory No. 613/11.

