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Sworn translator of the English language
TP/189/13

Certified translation of the Polish language

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Statute of "Centrum Rozwiązań Systemowych" [the Centre for Systems Solutions] Association

**Chapter I
General provisions**

- §1. Centre for Systems Solutions Association is hereafter called the Association, and has a legal personality.
- §2. The name of the Association is hereby registered.
- §3. In documents the Association can use an abbreviated name which is: Stowarzyszenie CRS.
- §4. The Association functions according to provisions of the Polish Law and of the current statute.
- §5. The Association is a voluntary, independent, permanent and nonprofit entity.
- §6. The Association may engage in economic activity to cover its statute aims, according to the rules defined in its detailed regulations. All profit from the Association's economic activity shall be used to pursue its statutory purposes and may not be distributed among its members.
- §7. The area of activity is the territory of Poland but, for further realization of its aims, it may also act outside of the country, especially in European Union member states.
- §8. The registered office of the Association shall be in Wrocław, Poland.
- §9. The Association cooperates with national, foreign and international organizations and societies with the same or similar profile of activity, and it may become a member of those associations, maintaining its autonomic status.
- §10. The Association is entitled to use a stamp and badges according to the legal regulations currently in force.
- §11. The activity of the Association is based on the volunteer work of its members. The Association may hire employees to conduct its affairs and business.

**Chapter II
Objectives and methods of acting**

§12. The objective of the Association is scientific and educational activity particularly in promoting and applying the systems approach to solving complex problems through the realization of projects which support social groups, local communities, non-governmental organizations, government and local government administration and business and scientific circles, in particular:

- 1. Developing and applying the methods and rules of the systems thinking in scientific, educational, business activities as well as in both the private and public sectors and nongovernmental organizations.
- 2. Conducting scientific research on the functioning of complex social-, economic- and ecological systems and applying the results of the research.
- 3. Promoting the systems approach in solving complex problems in the activities and functioning of different social groups, local communities, enterprises, and administration, self-governments and nongovernmental organizations as well as implementation of systems solutions in the above mentioned areas.
- 4. Promoting a participatory approach in social and economic development and environmental protection.
- 5. Helping local communities, social groups, institutions, companies and organs of government in solving the complex problems through the use of systems methods.
- 6. Supporting civic society and social communities
- 7. Supporting the development of rural areas.
- 8. Supporting the ecology, animal welfare and the protection of natural inheritance.

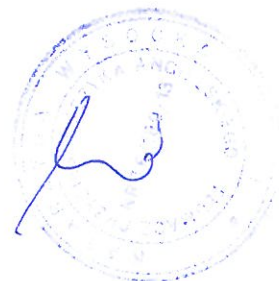


9. Supporting science and education.
10. Supporting culture, art and protection of cultural goods and traditions.
11. Supporting economic growth by taking into account the systems approach, in accordance with the principles of sustainable development.
12. Promoting attitudes and enterprise development for the society as a whole and the increase of innovations in the economy.
13. Supporting the development of small and medium businesses and helping to solve problems by using systems methods.
14. Promoting employment and professional activation for the unemployed and those who are likely to become unemployed.
15. Supporting regional and local development by taking into account the systems approach, in accordance to sustainable development principles.
16. Popularizing and protecting freedom and human and civil rights as well as the activities which support the development of democracy.
17. Supporting activities which support European integration and which develop contacts and cooperation among societies.
18. Supporting public order and safety and counteracting social pathologies.

§13. The Association realizes its aims through:

1. Conducting scientific and educational activities.
2. Working, applying and promoting the solutions based on systems methods.
3. Initiating and conducting interdisciplinary scientific research in the field of interest of the Association and the practical implementation of solutions based on the results of this research.
4. Initiating, implementing and supporting educational, scientific and practical projects as well as initiatives which connects those aspects.
5. Conducting educational activities (training, workshops, lectures etc.) which popularize systems thinking.
6. Working with representatives of local communities, nongovernmental organizations, business circles and authorities.
7. Promoting and developing solutions that improve the autonomy and resilience in local communities, and in particular: time banks, and that support local economic systems based on local cooperation and mutual aid.
8. Providing help aimed at local communities in designing and applying local development strategies based on the sustainable use of natural assets and resources.
9. Initiating cooperation among universities and other scientific institutions with local communities, self-government and businesses.
10. Publishing and organizing conferences, lectures, seminars, exhibitions etc., and events promoting and disseminating the idea of systems thinking, research and solutions.
11. Gathering, publishing and popularizing the knowledge in the scope of interest of the Association.
12. Acquiring the financial means for statute activities.
13. Acquiring and utilizing the financial aid of the European Union and other national and international financial institutions.
14. Cooperation with local governments, national administration, non-governmental organizations, business circles, research and scientific centers, whose activities are relevant to the Association.
15. Educating the Association members in the field of system methods and techniques.

§14. Specific areas of interest of the Association: system dynamics, systems thinking, simulation games, computer modeling of complex systems, research and modeling complex social-economic-ecological systems, sustainable development, participating approach to management, adaptive management, local communities, local and regional development, the development of the small and medium enterprises.



Chapter III

Members, their rights and duties

§15. The Association has the following members:

1. ordinary,
2. auxiliary,
3. honorary,
4. supporting.

Rules for admitting members

§16. Members of the Association can be:

1. Private and legal persons. Legal persons can only be the supporting member of the Association
2. Every Polish citizen as well as foreigner, regardless of place of residence.

§17. An ordinary and auxiliary member of the Association may be a private person who has a capacity to undertake legal transactions and not deprived of public rights, and who shall accept the aims of the Association.

§18. New members are admitted by the Management Board as a result of resolution adopted within 2 months of the day when the declaration was submitted containing the recommendation of 2 ordinary members. If the declaration has been declined, the applicant can appeal to the Management Board delivering the appeal within one month of the receipt of refusal. The body considering the appeal is the General Assembly. The appeal is considered by the General Assembly during its nearest session. The decision of the General Assembly is final.

Rights and obligations of members of the Association

§19. All members (ordinary, auxiliary, honorary, supporting) of the Association have the right to:

1. participate in the General Assembly (unless mandates are introduced - see §34) and in meetings, readings, conferences, symposia, etc., events organized by the authorities of the Association.
2. submit opinions, motions and demands to the authorities of the Association.

§20. All members (ordinary, auxiliary, honorary, supporting) of the Association are obliged to:

1. comply with the statute, regulations and resolutions of the Association authorities, subject to the provisions governing individual categories of members,
2. promote the Association's goals and program.

Ordinary members

§21. The ordinary members of the Association, in addition to the rights specified in §19, additionally have the right to:

1. elect and be elected by the authorities of the Association,
2. use the devices, services and help of the Association,
3. appeal against the resolution or verdict of the authorities of the Association on membership matters (the competent authority to examine the instrument of appeal is the superior authority to the authority which has made the decision).

§22. Ordinary members of the Association, in addition to the obligations set out in §20, are additionally obliged to:

1. take an active part in work of the association and propagate its aims and program,
2. regularly pay the membership fees and other payments which are obligatory in the Association.

Auxiliary members

§23. Auxiliary members are not obliged to pay membership fees.

§24. Ordinary members may become auxiliary members as a result of their own decision or the decision of the Board. The decision of the Management Board may result from a member's inactivity or arrears in membership fees.



Honorary members

§25. A honorary member may be a private person, who has made a prominent contribution to the development of the idea of the Association or has made other contribution to the Association in a special way.

§26. The status of the Honorary Member is bestowed by the General Assembly at the request of the Management Board. The loss of the status of Honorary Members goes by the General Assembly at the request of the Management Board.

§27. Honorary members have the same rights and obligations as ordinary members, with the exception of no obligation to pay membership fees.

Supporting members

§28. A supporting member may be a legal person interested in the statutory activity of the Association. A legal person operates in the Association through its representative.

§29. In addition to the obligations set out in §20, supporting members of the Association are also obliged to: regularly pay contributions and other applicable provisions to the Association.

Cessation of membership

§30. Cessation of membership takes place as a result of:

1. voluntarily resignation from membership in the Association stated in a letter of resignation handed in to the Board,
2. death of the member and loss of legal status by a member being a legal person,
3. exclusion of the membership list in case of non-paying the membership fee for more than 12 months or other member fees (not applicable to honorary and auxiliary members),
4. exclusion of the membership list in case of flagrant violation of rules set forth in this statute or failure to comply with resolutions and regulations of the Society or in the case of an activity to the detriment of the Association.
5. exclusions as a result of a final decision of a common court, imposing a criminal measure in the form of deprivation of public rights.

§31. In cases stated in § 30 point 3 and 4 the Management Board can take a resolution on removing a member of the Association from a member list. In such a case the Board is obliged to inform the member about removing or exclusion, giving the reason and stating the right to appeal to the General Assembly within 14 days from the day of receiving the decision.

In the case stated In § 30 point 5 exclusion is made by the resolution of the Board.

§32. Readmitting for people who have lost their ordinary or auxiliary membership on the base of §30 point 3 is based on the resolution of the Management Board.

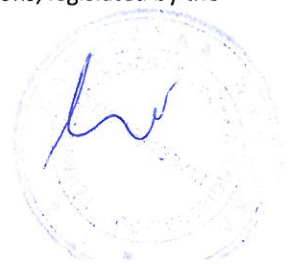
Chapter IV **Authorities of the Association**

§33. The authorities of the Association are:

1. General Assembly of Members,
2. Management Board of the Association,
3. Audit Committee.

§34. In case where the number of members is bigger than 100 people, General Assembly will be replaced by the Meeting of Delegates who are chosen in the following proportion: one delegate for 5 ordinary members. Mandate of the delegate is valid until the next elections.

§35. The detailed mode and rules of the election the delegates shall be declared in the regulations, legislated by the General Assembly.



§36. The term of office of all the authorities of the Association lasts 5 years, and their election takes place by secret ballot, by an absolute majority of votes, in the presence of at least half of the members entitled to vote. The authorities are elected from an unlimited number of candidates. A member of the authorities does not have to be a member of the association.

§37. Resolutions of the Association authorities are adopted in an open vote, by simple majority, with at least half of the members entitled to vote. The assembly may pass a secret ballot.

§38. Detailed mode of summoning and conducting the assembly of the Management Board of the association may be stated in separate regulations.

§39. In the case of resignation, exclusion or death of the member of the authorities of the Association during the term, the composition of the authorities is completed from the nonelected candidates, according to the sequence of admitted votes. Number of co-opted members cannot exceed 1/3 of the elected members of the body of the Association authorities.

If the number of the co-opted members of the body Association authorities exceeds 1/3 of all members of the body, the new elections of this body are held, according to the rules stated in § 35 and § 36.

General Assembly

§40. The General Assembly is the highest authority of the Association.

§41. Members who can participate in the General Assembly are:

1. With a decisive voice – ordinary members (delegates) and honorary members,
2. With an advisory vote – auxiliary, supporting members and invited guests

§42. The members (delegates) should be informed by the Board of the date, place and agenda of the General Assembly at least 14 days prior to the assembly date by the letter or email with confirmation of delivery.

§43. Decisions of the General Assembly are made with the presence:

1. In the first term – at least half of the members which have a right to vote,
2. In the second term – assigned in the same day, 30 minutes later the first term – regardless of the number of the people who have the right to vote.

§44. The General Assembly can be ordinary or extraordinary.

§45. The General Assembly is conducted by a Presidium, which consists of: a chairman and a secretary.

§46. The member of the resigning authorities cannot be a part of the Presidium of the General Assembly and committees appointed during the Assembly.

§47. The Extraordinary General Assembly can be gathered at any time, especially in justified cases.

§48. The Extraordinary General Assembly is convened by the Management Board of Association:

1. on its own initiative,
2. at the request of the Audit Committee
3. on written, motivated request signed by at least 10 ordinary members (delegates).

§49. The Board is obliged to convene the Extraordinary General Assembly within 6 weeks from the day of receiving a request or application defined in §48 point 2 and 3.

§50. The Extraordinary General Assembly deliberates exclusively on cases it has been convened for.

§51. The competencies of the General Assembly include:

1. adopting the statute and its amendments,



2. defining main directions of the Association's activities,
3. adopting the regulations of the General Assembly,
4. electing and dismissing members of the Association's bodies,
5. approving the regulations of the Management Board and the Audit Committee,
6. considering appeals of the Association's resolutions,
7. considering and approving the reports of the Association's authorities
8. giving and depriving of the title of the Honorary Member of the Association at the request of the Management Board,
9. making decisions on liquidation of the Association and destination of its property
10. adopting resolutions in other cases which has been put on the agenda,
11. assessing the activities of the Management Board and the Audit Committee.

The Management Board

§52. The Management Board manages the overall activity of the Association according to the resolutions of the General Assembly, acts on behalf of the Association and is answerable to the Management Board for its work and activities.

§53. The Management Board consists of the President, the Financial Director and the Science Director.

§54. The rules and the course of actions of the Management Board are stated in the regulations accepted by the Management Board.

§55. Members of the Management Board may receive monthly remuneration for their functions based on the resolution of the General Assembly, not exceeding 1,5 times the average salary in the business sector announced by the president of the Central Statistical Office in Poland for the previous year.

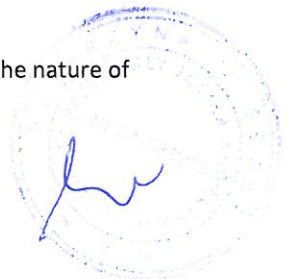
§56. Assemblies of the Management Board shall be held on as required basis, however, at least twice per year.

§57. In case of permanent inability of fulfilling the duties by any of the Members, his duties to the extent that they are performed solely by that Member of the Management Board are assumed by one of the other two or other Members of the Management Board.

Stating the permanent inability of fulfilling duties by the President, and the election of the new member of the Board, who will temporarily take the function of the President, is done by the General Assembly of the Association.

§58. The scope of competence of the Management Board includes:

1. convening the Extraordinary General Assembly of the members (delegates),
2. realizing of the Associations' aims and the General Assembly decisions,
3. producing reports on its activities to the General Assembly,
4. defining the specific development directions for the Association,
5. representing the Association in its external affairs,
6. deciding the Association's budget,
7. determining the entry and membership fees,
8. managing the property of the Association,
9. organizing and managing business activities,
10. establishing rules for employing and remunerating employees
11. establishing the regulations for its own activity,
12. adopting resolutions on the affiliation of the Association to the national and international organizations and delegating the Association's representatives to those organizations and to foreign events; whereas the delegation does not have to be based on the regulation,
13. concluding the cooperation agreements with administrative organs and other organizations' authorities,
14. setting up the commissions, teams, regulating their staff, tasks and work deadlines,
15. submitting motions to grant the honorary membership status by the General Assembly,
16. adopting resolutions on membership issues (acceptance, removing, excluding, change in the nature of membership)



17. keeping the membership documentation

Audit Committee

§59. The Audit Committee is an authority of the Association appointed to control the activities of the Board.

§60. The Audit Committee is made up of three Members, including: the chairperson, vice-chairperson and the secretary.

§61. The scope of competence of the Audit Committee includes:

1. inspecting all of the Association operations,
 2. presenting to the Management Board motions resulting from inspections and vetting
 3. convening a General Assembly in case when it has not been convened by the Management Board in a given date or mode set in the statute,
 4. right to demand convening of an Extraordinary General Assembly if the Management Board fails to fulfill its statutory duties, as well as the right to request that the assembly of the Management Board be convened,
 5. establishing the regulations for its own activities,
- submitting to the General Assembly of Members of reports on their own activities as well as applications for granting or refusing to discharge the governing bodies of the Association.

§62. Members of the Audit Committee have a right to take part – with an advisory voice – in assemblies of the Board of the Association.

§63. 1. Members of the Committee cannot

1. hold other function in the authorities of the Association
2. be members of the Management Board or be related to members of the Executive Board by the virtue of familial relation or subordination in an employment relation,
3. should not be convicted by a final court judgment for an intentional crime.

§64. Members of the Audit Committee may receive reimbursement of justified costs or remuneration in the amount higher than specified in art. 8 point 8 of the Act of March 3, 2000 on the remuneration of persons managing certain legal entities.

§65. In cases stated in §60 point 4 The General Assembly should be convened not later than 30 days from the date of submitting the request, and the assembly of the Management Board not later than within 14 days from the date of submitting the request.

Chapter V **Assets and Funds**

§66. Assets of the Association are real estate, movable property, and funds. The sources of the Association's assets may be:

1. membership fees and entrance fees,
2. revenues from the real estate and movable property owned or used by the Association,
3. subsidies, grants,
4. donations, bequests and inheritance,
5. incomes from the statute activities,
6. money donated by the public,
7. income from economic activities.



§67. Membership fees should be paid till the end of the first quarter of the year.

§68. New accepted members of the Association should pay the entrance fee and membership fees within 30 days from the date of being accept as a member.

§69. The Association runs the financial economy and accounting in accordance with the current laws.

§70. The Association is represented by Members of the Management Board, also in the scope of incurring liabilities, however, each Member of the Management Board has the right to independently represent the Association and incur liabilities on his or her behalf, in all matters.

§71. The Association may act through a proxy appointed by any member of the Board. The proxy may be any natural or legal person, subject to applicable law. The power of attorney may be general - for ordinary management, generic - for the performance of activities of a given type or specific - for specific activities. The principles governing the representation of the Association and incurring property liabilities on its behalf shall apply to the power of attorney.

§72. The following actions are forbidden in the Association:

1. Granting loans, or securing liabilities with the Association's assets with respect to members of the Association, members of the Association's authorities, or the Association's employees as well as to persons related to the employees by marriage or by kinship or affinity in a straight line, in kinship or affinity in the lateral line to the second degree are connected due to adoption, guardianship or tutelage, hereinafter referred to as "close relatives".
2. Placing the Association's assets at the disposal of members of the Association, members of the Association's organs or employees as well as to persons related to the employees on terms other than in relation to third parties, in particular if the transfer takes place free of charge or on preferential terms,
3. Using the Association's assets to the benefit of members of the Association, members of the Association's organs or employees as well as to persons related to the employees on terms other than in relation to third parties, unless such use directly results from the statutory purpose of the organization,
4. Purchasing of goods or services on special terms from entities in which members of the Association, members of the Association authorities, or the Association employees as well as their relatives participate.

Chapter VI

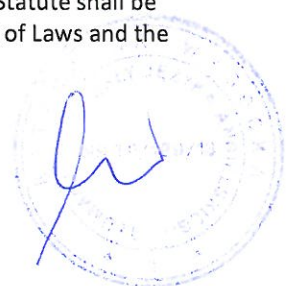
Changes in the Statutes and Dissolution of the Association

§73. Adopting or amending the statute and adopting a resolution to dissolve the Association by the General Assembly requires a qualified majority of 2/3 of votes of the delegates, provided that at least half of the members eligible to vote are present.

§74. The adoption of the statute or its amendments and dissolution of the Association may be the subject of the General Assembly of Members only if these matters have been placed on the agenda of the General Assembly of Members. The notification referred to in §42 should be accompanied by a draft of relevant resolutions.

§75. When adopting a resolution concerning the dissolution of the Association, General Assembly carries out the procedure of liquidation and the designation of the estate of the Association.

§76. Matters concerning the dissolution and liquidation of the Association not regulated in this Statute shall be governed by the laws from 7th April 1989, the Associations Law Act (Dz.U. no 20, item 104 Jurnal of Laws and the following changes).



Chapter VII
The Economic Activity of the Association

§77. The Association can carry out economic activities in a scope to achieve its aims.

§78. The Association can carry out economic activities according to the law and this statute.

§79. For the economic activities the Association uses means according to the regulation of the Management Board of the Association.

§80. Revenue from the economic activities of the Association is assigned for realization of the goals stated in the statute.

§81. The Association can carry out economic activities according to the Polish Classification of the Business Operation - PKD):

1. (PKD 39.00.Z) Remediation activities and other waste management services
2. (PKD 58.11.Z) Book publishing
3. (PKD 58.13.Z) Publishing of newspapers
4. (PKD 58.14.Z) Publishing of journals and periodicals
5. (PKD 58.19.Z) Other publishing activities
6. (PKD 58.21.Z) Publishing of computer games
7. (PKD 58.29.Z) Other software publishing
8. (PKD 59.11.Z) Motion picture, video and television program production activities
9. (PKD 59.12.Z) Motion picture, video and television program post-production activities
10. (PKD 59.13.Z) Motion picture, video and television program distribution activities
11. (PKD 59.14.Z) Motion picture projection activities
12. (PKD 59.20.Z) Sound recording and music publishing activities
13. (PKD 62.01.Z) Computer programming activities
14. (PKD 62.02.Z) Computer consultancy activities
15. (PKD 62.03.Z) Computer facilities management activities
16. (PKD 62.09.Z) Other information technology and computer service activities
17. (PKD 63.11.Z) Data processing, hosting and related activities
18. (PKD 63.12.Z) Web portals
19. (PKD 63.91.Z) News agency activities
20. (PKD 63.99.Z) Other information service activities not elsewhere classified
21. (PKD 68.20.Z) Rental and operating of own or leased real estate
22. (PKD 70.21.Z) Public relations and communication activities
23. (PKD 70.22.Z) Business and other management consultancy activities
24. (PKD 71.12.Z) Engineering activities and related technical consultancy
25. (PKD 71.20.A) Food quality testing and analysis
26. (PKD 71.20.B) Other technical testing and analysis
27. (PKD 72.19.Z) Other research and experimental development on natural sciences and engineering
28. (PKD 72.20.Z) Research and experimental development on social sciences and humanities
29. (PKD 74.90.Z) Other professional, scientific and technical activities not elsewhere classified
30. (PKD 77.33.Z) Rental and leasing of office machinery and equipment, including computers



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- 31. (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods not elsewhere classified
- 32. (PKD 82.30.Z) Organization of conventions and trade shows
- 33. (PKD 85.59.B) Other out-of-school forms of education, not elsewhere classified
- 34. (PKD 85.60.Z) Educational support activities

§82. The components of the assets used in the business activities are depreciated and discontinued according to the accounting rules.

§83. Decisions concerning the investments are made by the Management Board.

§84. Accounting regulations apply accordingly to the scope of the financial statements of the Management Board.

Chapter VIII

Concluding Regulations

§85. This Statute or any amendments to this Statute come into force upon the respective decision of the Registration Court.

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I, Katarzyna Wysocka, sworn translator of the English language entered in the list of translators maintained by the Minister of Justice under the number TP/189/13, hereby certify the conformity of the above translation with an electronic copy of the document, presented to me, drafted in Polish, in witness whereof I affix my signature and official seal this day 10 October 2019.

Rep. no. 171/2019