

**STATUTE OF THE
INTERNATIONAL MEAT RESEARCH 3G FOUNDATION
Consolidated text dated 26.07.2019**

General provisions

§ 1

1. Foundation under the name, **International Meat Research 3G Foundation**, called hereinafter *the Foundation*, established by:
 - a) Jerzy Wierzbicki
 - b) Rod Polkinghorne

Called hereinafter *the Founders*, by way of notarial deed Repertory A number 1692/2017 of 12.06.2017 drawn up by notary Diana Dobromilska leading Notary Office at Tamka 16/U6 with its registered office in Warsaw, operates based on Polish law, especially on grounds of the *Law on Foundations* act of April 6, 1984 (Journal of Laws no. 46, position 203 with later amendments) and the present Statute.

2. The Foundation possesses a status of legal personality.
3. The Foundation was established for an indefinite period of time.
4. Supervision over the Foundation is held by the minister responsible for Agriculture and Rural Development

§ 2

1. Foundation's office is registered in Warsaw.
2. The area of Foundation's operation is the Republic of Poland and abroad.
3. The Foundation shall be entitled to use translated name into a foreign language.

§ 3

1. The Foundation is allowed to form subsidiaries, plants and branches, and representative offices in Poland and abroad, as well as form part of other national and foreign foundations, associations and other organisations purporting the common or identical objectives to the ones pursued by this Statute.
2. Attainment of statutory objectives might be commenced in cooperation with other actors purporting the common or identical objectives to the ones pursued by this Statute.

§ 4

1. The Foundation is authorised to use a stamp.
2. The Foundation is authorised to use the distinguishing graphic mark (logotype).
3. Stamp specimen and logotype will be defined by Foundation's Council

§ 5

The Foundation may establish badges and medals of honor and grant them with other awards and honorary mentions upon natural and legal persons distinguished in the achievement of the objectives set up by the Foundation.

Aims and principles of action

§ 6

The aim of the Foundation is scientific, scientific-technical and educational activities to improve consumer satisfaction of meat products by supporting (facilitating) the application of the supply chain of knowledge gained in global scientific cooperation in the field of meat science.

§ 7

1. The Foundation achieves the objectives throughout:
 - a) Collaborative international research linked to United Nations Economic Commission for Europe standards applied to commercial description and trading of beef.
 - b) Collaborative international research linked to United Nations Economic Commission for Europe standards for consumer sensory evaluation applied for continuous improvement in beef grading systems based on consumer prediction modeling.
 - c) Facilitating the availability of eating quality tools, protocols and software to underpin collaborative projects and knowledge transfer.
 - d) Oversight through a Scientific Reference Group, a global research DataBANK of meat research data from participating countries to foster continuous improvement in eating quality prediction.
2. In order to comply with statutory endeavors, the Foundation may cooperate with and support other institutions, organisations and entities pursuing common objectives, therefore the liaison may base on financial support, whether partial or full funding, of the endeavor or help with indispensable funds acquisition, as well as information, barter, legal and organisational support.
3. The Foundation may attain the objectives also throughout the membership in organisations bringing together foundations and other Polish or foreign non-governmental organisations, with statutory objectives similar to the Foundation's.

Assets and revenue of the Foundation

§ 8

The Foundation's assets are constituted by the founding fund amounting to 6 000 PLN, as well as movable and immovable assets, other property rights and financial resources obtained by the Foundation. The Founding Fund comprises of the amount of 2 000 PLN allocated to economic activity and the amount of 4 000 PLN allocated to statutory activity.

§ 9

1. For the obligations undertaken, the Foundation is liable with all its assets, however the members of Foundation bodies shall not be held liable for the Foundation's obligations.
2. A member of the Management Board and an insolvency practitioner of the Foundation:
 - a) Is liable for the damage incurred by action or negligence contrary to law or this Statute, unless he/she is not at fault;
 - b) Should, while performing the obligations, take into account due diligence requirements arising from the professional character of his/her activity;
 - c) While performing the social duties, shall act in compliance with due diligence.
3. Provided the damage mentioned in point 2(a) was caused by more than one person, liability of these persons shall be joint and several.

§ 10

1. Assets intended for the achievement of the objectives of the Foundation and for the coverage of the costs of its activities shall come from:
 - a) founding fund,
 - b) donations from the Founders,
 - c) endowments, inheritances, bequests and other increase in assets from domestic and foreign natural persons, legal entities, and entities without legal personality,
 - d) subventions, donations and grants,
 - e) UE funds,
 - f) assets of the Foundation and property rights transferred for a fee or free of charge
 - g) asset's income (revenue), immovable properties and property rights, in particular negotiable instruments and other financial instruments,
 - h) gifts, collection and public events,
 - i) interests and bank deposits,
 - j) sponsoring,
 - k) participation in profits of legal entities,
 - l) economic activity of the Foundation.
2. If donors did not determine the specific intention, revenue from donations, subventions, endowments and bequests may be only used on the realization of the aims of the Foundation at the discretion of the Management Board.
3. In the event of endowments or inheritances statements required by law shall be made by the Management Board.
4. When the Foundation shall be called to inherit, the Management Board shall accept the succession under benefit of inventory, provided that in the moment of acceptance it is obvious that inheritance significantly exceeds its inheritance debts.
5. Assets and revenues of the Foundation shall be solely contributed to achievements of statutory objectives or to the coverage of the necessary costs of its activities.

§ 11

1. Assets of the Foundation shall be located in bank accounts, in bank deposits, obligations, shares and in immovable and movable properties as fixed assets.
2. The Foundation shall establish funds and target funds.
3. Based on revenues determined in § 10 point 1(a), the Foundation shall establish special target funds, named after donators.
4. A resolution concerning establishment of target funds and special target funds, determining amount contributing to funds and determining way of disposal of assets accrued on funds, shall be passed by the Management Board.

§ 12

The financial year shall be a calendar year, whereas first financial year shall end on 31st of December 2017.

Economic activity

§ 13

1. In order to achieve the objectives, the Foundation shall carry out economic activity either alone or in cooperation with other domestic and foreign entities to the extent that it

serves to implement statutory objectives of the Foundation, in pursuance with applicable laws.

2. Economic activity shall be conducted solely as additional activity in relation to statutory activity and shall concentrate on gaining financial assets for carrying out and development of statutory activity of the Foundation.
3. Revenue (in amount exceeding costs), obtained as a result of the economic activity shall be intent for achievement of the statutory objectives of the Foundation.

§ 14

1. The Foundation shall be entitled to Carry out the economic entity, in particular in terms of:

- a) 58.11 Z Book publishing
- b) 58.14 Z Publishing of journals and periodicals
- c) 58.19 Z Other publishing activities
- d) 63.12 Z Web portals
- e) 63.99 Z Other information service activities not elsewhere classified
- f) 70.22 Z Business and other management consultancy activities
- g) 71.12 Z Engineering activities and related technical consultancy
- h) 71.20 A Food quality testing and analysis
- i) 71.20 B Other technical testing and analysis
- j) 72.11 Z Research and experimental development on biotechnology
- k) 72.19 Z Other research and experimental development on natural sciences and engineering**
- l) 85.60 Z Educational support activities
- m) 94.12 Z Activities of professional organisations

2. In the event if any of listed herein type of activity shall require acceptance, concession, confirmation or any other decision of competent authority, the Foundation shall carry out such activity solely after authorization of competent authority.
3. Economic activity shall be carried out by the Management Board.

The Bodies of the Foundation

§15

The Bodies of the Foundation are:

1. The Council
2. The Management Board

The Council

§16

1. The Council is a body which makes decisions, monitors the activity and assesses the work of the Foundation.
2. The Council determines the general directions of the Foundation's activity and performs other functions as stipulated in this Statute.
3. The Council may comprise from two to seven persons, including the Chairman of the Council and members of the Council, appointed for an indefinite period. The Founders shall have the right to be members of the Council.

4. Members of the First Council are appointed by the Founders. By virtue of this Statute, Jerzy Wierzbicki shall be appointed as a Chairman of the Council and Rod Polkinghorne shall be appointed as a member of the Council.
5. The subsequent members of the Council in place of those who have ceased to hold office or are appointed to extend the composition of the Council, shall be appointed by decision of the Council. The Council shall elect the Chairman of the Council from among its members.
6. Detailed rules of the Council may be determined as a Regulation adopted by the Council.

§17

1. Meetings of the Council are held on the initiative of its members whenever necessary by initiative of at least 1/3 of its members, but not less frequently than once a year. The meeting is convened by the Chairman of the Council.
2. The decisions of the Council are made by simple majority votes on condition that at least half of the members of the Council are present at the meeting and should the votes divide equally, the casting vote shall be that of the Chairman of the Council.
3. The decision on the appointment or to recall a member of the Council shall be carried out by the decision of the Council by the simple majority of votes through a secret ballot in the presence of the Chairman of the Council. If a member of the Council is absent from the meeting, he is able to transfer his powers through written consent to another member of the Council or grant power of attorney to a third person.
4. Decision on the appointment and recall of a member of the Council requires for validity prior written consent regarding its adoption from the Chairman of the Council.
5. Meetings of the Council may be held by means of electronic communication.
6. Upon invitation from the Council, members of the Management Board and other guests may be present at its meeting as observers or in an advisory capacity.

§18

The objectives of the Council include:

- a) Appointment and recall of members of the Management Board, as well as the laying down of principles of remuneration for members of the Management Board and approving the scope of their powers,
- b) Assessment of the work of the Management Board, approval of annual financial reports and **annual reports on the Foundation's activities and prospect, as well as** acknowledgement of the fulfillment of the duties by members of the Management Board,
- c) Monitoring of the current activity of the Management Board,
- d) Supervision over the Foundation's activity
- e) Upon request from the Management Board, issuing decisions on consolidation with other Foundation or entity, or on the dissolution of the Foundation

The Management Board

§ 19

1. Body of the Foundation shall be the Management Board, hereinafter called „The Management Board”.

2. The Management Board consists of from one to five members, including the President and Vice President.
3. The Founders shall have the right to be members of the Management Board, in particular they shall have the right to perform the function of the President and the Vice President.
4. Members of the Management Board, the President and the Vice President shall be appointed by the Council for an indefinite period, except for the First Management Board appointed by the Founders. By virtue of this Statute, **Dariusz Szydelko** shall be appointed as a President of the Management Board.
5. Membership in the Management Board shall expire as a result of:
 - a) Written resignation,
 - b) Recall of a member of the Management Board at any time,
 - c) Death of the member.
6. Members of the Management Board may be remunerated due to performed function. Amount of the remuneration shall be determined by the Council.
7. Recall of a member of the Management Board shall occur in the event of:
 - a) Disease resulting in permanent incapacity to perform his duties on the Management Board,
 - b) Performing duties of the member of Management Board without due diligence,
 - c) Material breach of provisions of this Statute,
 - d) Any other event not mentioned hereinabove which results in a member of the Management Board being unable to perform their duties.
8. Detailed rules of the Management Board may be determined as a Regulation adopted by the Management Board.

§ 20

1. Appointment and recall of a member of the Management Board requires a resolution adopted by an absolute majority of the members of the Council.
2. For validation, a resolution on the appointment and recall of a member of the Management Board requires prior written permission for its adoption by the Chairmen of the Council.
3. In the case of the adoption of a resolution on the appointment or recall of a member of the Management Board without prior written approval of the Chairman of the Council the said resolution shall be deemed null and void.

§ 21

1. The Management Board shall manage the current affairs of the Foundation and shall represent the Foundation externally.
2. The Management Board shall undertake all activities not reserved for competence of other Bodies of the Foundation, in particular:
 - a) adoption of annual action plans and financial plans,
 - b) adoption of regulations,
 - c) Implements the resolutions of the Council
 - d) management of the assets of the Foundation,
 - e) management of the economic activity of the Foundation,
 - f) determination of the rate of employment and amount of employees' remuneration,

- g) acceptance of endowments, inheritances, bequests, subventions and donations,
- 3. The Management Board shall be entitled to appoint proxies to manage specific areas of the Foundation's affairs.

§ 22

1. The Management Board shall convene its meeting when needed, at least once a quarter.
2. The Management Board's meeting may be convened by use of Communications at a distance.
3. Meetings shall be presided by the President, in the event of his absence – member of the Management Board appointed every single time by way of voting.
4. If the Management Board consists of more than one member, the Management Board shall enact resolution by simple majority in the presence of at least half of the members of the Management Board. In the case of an even number of votes the President shall cast the deciding vote.
5. All members of the Management Board shall be noticed about meetings. The way of notification shall be arbitrary, in particular notification by way of electric form or by using of communication at a distance is allowable.

Representation

§ 23

1. Declarations of intent on behalf of the Foundation, except for par. 2, shall be made by the President or the Vice President, or two members of the Management Board acting jointly.
2. In the affairs concerning financial obligations of value not exceeding PLN 10,000 (PLN ten thousand), declaration of intent shall be made by any member of the Management Board.

Amendments to the Statute

§ 24

1. The Council shall be entitled to amend the Statute by way of resolution enacted by simple majority.
2. Amendments to the Statute may relate to objectives for which the Foundation was established or determined in Representation of establishing the Foundation (Notarial Deed), by prior consent of the Founders.

Merger with other foundations

§ 25

1. The Foundation shall be entitled to merge with other foundations for effective achievement of objectives of the Foundation.
2. Merger with other foundations shall not occur if as a result the main objective of the Foundation may change.
3. A resolution accepting merger with other foundations shall be passed by the Council in the form of resolution pass by a simple majority.

Liquidation

§ 26

1. The Council shall pass the liquidation resolution when objectives of the company shall be achieved or in the event of exhaustion of available resources or assets of the Foundation.
2. Resources and assets remaining after the liquidation of the Foundation shall be transferred to other, determined by the Council foundations, non-governmental organisation having the consistent objectives as the Foundation.

Warsaw, 26.07.2019