

NADÁCIA EKOPOLIS (EKOPOLIS FOUNDATION) STATUTE

Article I.

Name: Nadácia EKOPOLIS
Location: Komenského 21, 974 01 Banská Bystrica

Article II.

Public beneficial goal of the foundation

The goal of the Foundation is to contribute to sustainable development of the society by providing financial and non-financial support to nonprofit nongovernmental organizations, citizens, civic initiatives and other public beneficial organizations.

Article III.

Founders

The foundation was re-registered according the new Law on foundations No. 34/2002.

Article IV.

Endowment

The amount of the foundation's endowment is 1.000.000 SKK (one million Slovak crowns)

Article V.

The amount and composition of the property contribution of each individual founder to the registered endowment

1.000.000 SKK - financial deposit of the foundation in compliance with the Law on Foundations No. 34/2002 article 42 (1)

Article VI.

Duration of the foundation

The foundation is established for an indefinite period.

Article VII.

The foundation's administrative bodies, their terms and mechanism of their election

The highest administrative body of the foundation is a Board of Trustees

1.1 The Board of Trustees has the exclusive power to:

- a. decide on the abolishment of the foundation;
- b. elect and recall the chairman and members of the Board of Trustees, elect and recall the foundation's administrator and the auditor;
- c. decide on changes in the foundation's statute;
- d. appoint a liquidator;
- e. approve the annual budget of the foundation proposed by the administrator;
- f. decide how to use the property of the foundation in line with its public beneficial purpose as well as the law and statute of the foundation;
- g. decide on increase of the endowment and on changes in the composition of the foundation's endowment;
- h. decide on establishment of the foundation's fund, approve final report on usage of resources of the foundation's fund or the annual report on usage of resources of the foundation's fund in case it was established for a period longer than one year or for indefinite time period;
- i. determine the administrator's honorary;

1.2 The Board of Trustees is obligated to justify its decisions related to the article 1.1. (g) in written form.

1.3 The Board of Trustees consists of at least five members. A member of the Board of Trustees can only be an individual fully legally empowered.

- 1.4 The membership on the Board of Trustees is incompatible with the position of either administrator or a member of another administrative body of the foundation;
- 1.5 Membership on the Board of Trustees is an unpaid function. A member of the Board of Trustees is eligible to be compensated for the expenses resulting from performing his/her function;
- 1.6 Vacant seats among members of the Board of Trustees must be filled by the Board of Trustees within 60 days of becoming vacant for the rest of the term of office or for the next term of office. If the number of the Board members drops below three, the Board of Trustees may not adopt any resolution, except the resolution on election of new members until the Board of Trustees is complete. Each member of the Board of Trustees is authorized to suggest a new candidate as well as to propose exclusion of another member of the Board of Trustees.
- 1.7 Membership on the Board of Trustees expires with:
 - a) expiration of the term of office;
 - b) resignation delivered in written form to the administrator or to the Board of Trustees;
 - c) recall by the Board of Trustees;
 - d) death.
- 1.8 The Board of Trustees appoints the chairman from among its members. He/she is authorized to call and lead meetings of the Board of Trustees. He/she has the right to authorize another member of the Board of Trustees to call and lead the meeting - it has to be done in written form.
- 1.9 Agreement of majority of the members of the Board of Trustees is needed to elect or recall the chairman.
- 1.10 A quorum meeting requires majority of the members of the Board of Trustees to be present. Agreement of majority of the present members is needed to pass a resolution.
- 1.11 Decisions can be made also apart from the Board meetings except the cases cited in the article VII, paragraph 1.1. (a. and b.). Proposal of the resolution as well as the term for written decisions is proposed to all members of the Board of Trustees. In case the member of the Board of Trustees does not make any statement until the deadline, it is considered as disagreement with the proposed resolution. The chairman is obligated to announce the result of the voting.

2. Administrator

- 2.1 The administrator is a statutory body that manages the activity of the foundation and acts in its name. The administrator is authorized to make decisions on all affairs of the foundation if they do not fall under the responsibility of another administrative body according to the law or statute of the foundation.
- 2.2 The administrator is elected and recalled by the Board of Trustees.
- 2.3 The Board of Trustees can limit the administrator's right to act in the name of the foundation. These restrictions have no effect on the third person.
- 2.4 The administrator is not allowed to be a member of the Board of Trustees or other bodies of the foundation. He/she is eligible to participate in the meetings of the Board of Directors in an advisory role.
- 2.5 An individual residing permanently or residing a long-term period in Slovakia is eligible for the position of the administrator.
- 2.6 The Board of Trustees recalls the administrator in case he/she:
 - a) was legitimately convicted for an intended criminal act or he/she was legitimately convicted for a criminal act and the court did not decide on conditioned suspension of the sentence;
 - b) lost eligibility for legal actions or his/her eligibility for legal actions became limited.
- 2.7 The Board of Trustees can recall the administrator in case he/she:
 - a) according to a medical report, is not able to carry out the function for longer than 6 months because of health problems;
 - b) does not fulfill the duties of administrator and after warning from the Board of Trustees does not improve his/her behavior within a specified period;
 - c) lost trust of the members of the Board of Trustees.
- 2.8 The administrator can resign on the position without specifying reasons.
- 2.9 In case the administrator is recalled by the Board of Trustees in line with paragraph 2.6 or 2.7 or he/she resigns on the position, a new administrator has to be elected by the Board of Trustees by 30 days. Until the new administrator is elected, the chairman of the Board of Trustees acts in the name of the foundation. He/she is allowed to carry out just the activities which can not be delayed.
- 2.10 Agreement of majority of all members of the Board of Trustees is needed to elect or recall the administrator.
- 2.11 Each member of the Board of Trustees is authorized to suggest a new candidate on the position of the administrator as well as to propose his/her recall.

3. Supervisory Board

- 3.1 The Supervisory Board is the supervisory body of the foundation.
- 3.2 Supervisory Board members are elected and recalled by the Board of Trustees. Constitution of the Supervisory Board and mechanism of appointing its members follow relevant regulations of Board of Trustees.
- 3.3 Supervisory Board members are authorized to examine all documents and records related to the foundation's activities, to verify whether the accounting is kept in compliance with relevant laws, whether the foundation's activities comply with the law and the foundation's statute.
- 3.4 The Supervisory Board has the power to:
 - a) examine the keeping of accounting journals;
 - b) approve annual accounting audit and annual report of the foundation.
 - c) bring attention of the Board of Trustees on discovered inadequacies and to suggest possible solutions;

4. Members of the administrative bodies:

- 4.1 The members of the first Board of Trustees:
Norbert Brázda (birth no. 711116/7250, Pribinova 10, 911 01 Trenčín)
Pavol Mišiga (birth no. 640413/6431, Javorová 3, 974 01, Banská Bystrica)
Eva Beérova (birth no. 655504/6432, Mierová 45, 900 44 Tomášov)
Andrej Steiner (470710/773, Tomášikova 2, 040 01, Košice)
Boris Strečanský (671228/6768, Ovručská 14, 831 02 Bratislava)
- 4.2 The administrator for the first term of office: Ing. Peter Medveď (birth no.690508/7497, Ponická Huta 80,976 33 Poniky)
- 4.3 The members of the first Supervisory Board:
Mgr. Ing. Richard Wolt, (birth no. 750928/7511; Moskovská 32, 974 01 Banská Bystrica)
Ing. Alexander Vágner (birth no. 490312/219; Kremnická 1, 960 01 Zvolen)

Article VIII.

Management of the property of the foundation

1. Property of the foundation can only be used in line with its public beneficial purpose and for covering expenses resulting from the foundation's administration with the following conditions. The amount of administration expenses in the extent necessary for the foundation's operation is determined annually by the Board of Trustees.
2. Administration expenses include:
 - a. protection and increasing the value of the property of the foundation;
 - b. promotion of public beneficial purpose of the foundation or purpose of the foundation fund;
 - c. administration
 - d. administrator's honorary
 - e. expenses in line with a special regulation,
 - f. salaries
 - g. other expenses related to the operation of the foundation.
3. Administration expenses have to be separated from the other expenses of the foundation in its accounting journals.
4. The foundation may not undertake a business except renting a building, organizing cultural, educational, social or sport events in case these activities are consistent with public beneficial purpose of the foundation and increase the value of its property.
5. The foundation is not allowed to enter into a silent partnership contract.
6. The property of the foundation can not be used for the financial support of political parties, political movements nor a candidate on an elected position.
7. It is not possible to donate the property which comprises the endowment of the foundation, to invest it in a business company, to charge it neither to use it as a guarantee for the foundation's obligations nor obligations of the third person.
8. The foundation is obligated to put finances that comprise a part of the endowment into a bank account or into an account of a branch of some foreign bank legally operating in Slovakia.
9. Finances, that comprise a part of the endowment can be used just to purchase:
 - a. government bonds and treasury bills;
 - b. securities quoted on a stock exchange and of the shares in the open mutual funds mortgage bond;
 - c. deposit funds and deposit certificates;
 - d. real estate.

Article IX

Entities eligible for the foundation's support

The foundation provides resources from its property to the individuals active in development of tolerant and plural society, especially:

1. nongovernmental nonprofit organizations
2. citizens and civic initiatives
3. municipalities
4. other public beneficial organizations

Article X.

Condition for providing the resources to the third person

The foundation provides resources to organizations and institutions that are listed in the Article IX. and are active in the field of human rights, environmental conservation, anti-corruption, community and rural development.

Article XI

Abolishment of the foundation

The Foundation can be abolished by:

- a) decision of the Board of Trustees
- b) decision of a court on abolishment the foundation,
- c) announcement of bankruptcy as well as refusal of a proposal to call for bankruptcy for lack of property.

Article XII.

Liquidation of the foundation and method of the property settlement

1. The Foundation is abolished on the day it is deleted from the register. Its dissolution with or without liquidation precedes abolishment.
2. Provisions of the article 17-18 of the Law on Foundations 34/2002 shall apply as appropriate in case of dissolution of the foundation with or without liquidation;
3. The residue of the property after the liquidation will be transferred to another foundation, appointed by the Board of Trustees.
4. Liquidation is not required if:
 - a. the property is transferred to another foundation after a merger,
 - b. the proposal for announcing a bankruptcy was rejected for lack of property or
 - c. if no property would remain after the bankruptcy.
5. The liquidator's fee is determined by the person who appointed him/her. The costs of liquidation are covered from the foundation's property.

In Banská Bystrica, August 12, 2002