



STATUTE

EUROPEAN GROUPING OF TERRITORIAL COOPERATION TATRY Ltd

The Euroregion Tatry Association with registered offices in Nowy Targ
and
the Region Tatry Association with registered offices in Kežmarok

having regard to Regulation (EC) No 1082/2006 of the European Parliament and Council of Europe dated July 5th, 2006 on a European Grouping of Territorial Cooperation (*Official Journal of the European Union* L 210 dated 31.07.2006, p. 19), hereafter referred to as Regulation (EC) No 1082/2006, having regard to the Act dated November 7th, 2008 on a European Grouping of Territorial Cooperation (*Official Journal of the Laws of the Republic of Poland* 2008 No 218, item 1390 with further amendments), having regard to the Act of the National Council of the Slovak Republic No 90/2008 Z.z. (*Official Journal of Laws of the Slovak Republic*) dated 15th February 2008 on a European Grouping of Territorial Cooperation as amended by Act No 540/2001 Z.z. on statistics with further amendments, and on the basis of the Convention dated August 14th, 2013 creating the **EUROPEAN GROUPING OF TERRITORIAL COOPERATION TATRY Limited** (hereafter referred to as the Grouping), do hereby adopt the following Statute:

Article I NAME, REGISTERED OFFICES AND LOGO

§ 1

1. The name of the European Grouping of Territorial Cooperation in the Polish language shall be: Europejskie Ugrupowanie Współpracy Terytorialnej TATRY z ograniczoną odpowiedzialnością, and in the Slovak language: Európske zoskupenie územnej spolupráce TATRY s ručením obmedzeným, and in the English language: European Grouping of Territorial Cooperation TATRY Limited. The shortened name of the Grouping shall be: EUWT TATRY z o.o. (in the Polish language), EZÚS TATRY s r.o. (in the Slovak language) and EGTC TATRY Ltd (in the English language).

2. The registered offices of the Grouping shall be the city of Nowy Targ in the Republic of Poland.
3. The Grouping shall use a graphic symbol (logo) identical to that of the accepted and legally trademarked design (Attachment No 1 to this Statute).

Article II MEMBERS OF THE GROUPING

§ 2

The founding members of the Grouping are:

1) on the Polish side;

Euroregion Tatry Association as an association of local governmental units, with registered offices in Nowy Targ, ul. Sobieskiego 2, 34-400, REGON: 490510603

2) on the Slovakian side;

Region Tatry Association as an association of legal entities with registered offices in Kežmarok, Hradné námestie 30, 060 01, IČO organisational identity number: 35533978

§ 3

1. Any other entity which meets the requirements outlined in Regulation (EC) No 1082/2006, in the legislation of the Republic of Poland and the Slovak Republic, as well as in the Convention and Statute of the Grouping may become a member of the Grouping.
2. Decisions regarding the acceptance of new members shall be taken by the Assembly of the Grouping at the written request of the membership candidate.

§ 4

1. Membership in the Grouping shall be terminated:
 - 1) on the dissolution of the Grouping
 - 2) on the written request of the member
 - 3) on the exclusion of the member
2. Decisions regarding the termination of membership shall be taken by the Assembly of the Grouping.

Article III AREA OF INTERVENTION AND DURATION OF THE GROUPING

§ 5

The area of intervention of the Grouping shall include:

1) in the Republic of Poland; the Małopolska Voivodeship

2) in the Slovak Republic; Kežmarok, Levoča, Poprad, Sabinov, and Stará Ľubovňa counties in the Prešov Region, Dolný Kubín, Liptovský Mikuláš, Námestovo, Ružomberok, and Tvrdošín in the Žilina Region, and Spišská Nová Ves in the Košice Region

§ 6

The Grouping shall be formed for an indefinite period.

Article IV
LEGAL PERSONALITY AND OBJECTIVE OF THE GROUPING

§ 7

1. The Grouping shall have a legal personality in accordance with Article 1 paragraph 3 of Regulation (EC) No 1082/2006.
2. The Grouping shall have legal capacity and capacity to engage in legal activities under Article 1 paragraph 4 of Regulation (EC) No 1082/2006. The Grouping may in particular acquire and dispose of movable and immovable property, employ staff, and be a party to legal proceedings.
3. The Grouping shall acquire legal personality on the day of its entry into the register maintained by the Minister of Foreign Affairs of the Republic of Poland.

§ 8

The objective of the Grouping is the further development, facilitation, and propagation of Polish-Slovak cross-border cooperation for the purpose of strengthening social and economic cohesion in the Grouping's area of intervention on the Polish and Slovakian sides of the Tatra Mountains.

Article V
TASKS OF THE GROUPING

§ 9

1. The objective outlined in Article IV paragraph 8 shall be realised by means of the following tasks:
 - 1) support and improvement of shared protection of natural and cultural resources, shared management of such resources, and shared prevention of natural and technological threats to such resources
 - 2) development of cooperation capabilities, and shared usage of human resources and infrastructure, particularly as regards sectors such as public health, culture, tourism, and education, as well as research and development
 - 3) support of integration between rural and urban areas
 - 4) improvement of access to transportation, IT, and communication networks and services, as well as cross-border systems and facilities for the supply of water and energy and management of waste
 - 5) support of entrepreneurship, particularly the development of SMEs, tourism, culture, and cross-border trade
 - 6) promotion of legal and administrative cooperation
 - 7) promotion of the integration of cross-border labour markets
 - 8) promotion of local employment, equal opportunity, training, and social integration initiatives
2. The Grouping shall realise the tasks outlined in point 1 by means of territorial cooperation projects co-financed by the European Union through the European Regional Development Fund, the European Social Fund, the Cohesion Fund, as well as projects implemented without the financial contribution of the European Union.
3. The Grouping may participate in the management and implementation of programs or partial programs funded by the European Union, particularly Polish-Slovak cross-border microprojects and network projects.
4. The Grouping shall act on the basis that all of its tasks fall within the competence of every member under its national law.

Article VI
ORGANS OF THE GROUPING

§ 10

The organs of the Grouping shall be:

- 1) the Assembly,
- 2) the Director,
- 3) the Supervisory Board.

The Assembly

§ 11

1. The Assembly is the highest organ of the Grouping. The Assembly shall consist of 14 members of the Grouping, of whom seven shall be representatives of Euroregion Tatry Association and seven shall be representatives of Region Tatry Association. The choice of representatives to the Assembly is the private matter of each of the members of the Grouping.
2. The Assembly shall:
 - 1) approve amendments to the Convention and Statute of the Grouping
 - 2) approve the budget, organisational and program documents, and the annual activity plan of the Grouping
 - 3) approve the amount of membership contributions
 - 4) approve the annual financial report and activity report of the Grouping
 - 5) give its vote of approval to the Director at the request of the Supervisory Board
 - 6) decide how to utilize profits and cover losses, as well as how to settle accounts by the end of the following accounting period at the latest
 - 7) appoint and dismiss the Director and set the amount of remuneration for the position
 - 8) appoint and dismiss the members of the Supervisory Board
 - 9) enact resolutions for the acquisition, sale, or mortgage of properties owned by the Grouping
 - 10) take decisions regarding loans and credits
 - 11) take decisions regarding the approval of new members or exclusion of members from the Grouping
 - 12) ratify agreements for cooperation with other Groupings
 - 13) take decisions regarding changes in the data entered into the register maintained by the Minister of Foreign Affairs of the Republic of Poland
 - 14) call up special committees and appoint their members
 - 15) enact resolutions regarding the dissolution and liquidation of the Grouping

§ 12

1. The Assembly shall appoint from among its members a Chairperson, and also a Vice Chairperson who shall carry out the duties of the Chairperson in the case of absence. Their terms of office shall last four years.
2. Any member of the Grouping may nominate a candidate for Chairperson of the Assembly.
3. The unanimous agreement of the members of the Grouping is required for the election and dismissal of the Chairperson and Vice Chairperson of the Assembly.
4. The Chairperson shall call, prepare, and lead meetings of the Assembly.
5. The Chairperson shall cooperate with the Director and shall carry out the function of employer of the Director on behalf of the Assembly.
6. The administrative offices of the Chairperson of the Assembly shall be located in Kežmarok in the Slovak Republic.

§ 13

1. Meetings of the Assembly shall be called by the Chairperson at least every three months.
2. Extraordinary meetings of the Assembly may be called by the Chairperson at the request of the Director, the Chairperson of the Supervisory Board, or any of the members of the Grouping within 14 days of the submission of the request.
3. The Director and members of the Supervisory Board shall participate in sessions of the Assembly.

§ 14

1. The decisions of the Assembly shall be taken in the form of resolutions.
2. The quorum necessary for the Assembly to pass valid resolutions is the full number of members of the Grouping. At least four representatives of each member must be present. If the Assembly is incapable of passing resolutions, the Chairperson shall call another meeting of the Assembly for a date within three weeks. Resolutions must be passed by the unanimous agreement of the members of the Grouping. The approval of a member requires the approval of at least four of its representatives.
3. The detailed scope of action and process of functioning of the Assembly shall be governed by regulations approved during the first meeting of the Assembly.

The Director

§ 15

1. The Director is the statutory executive organ of the Grouping and directs the activities of the Grouping as well as carrying out activities on behalf of the Grouping. The Director has decision-making authority in all affairs of the Grouping unless the Convention or Statute assigns exclusive competence to other organs of the Grouping.
2. In particular, the Director:
 - 1) is the public representative of the Grouping
 - 2) cooperates with authorities and national and local administration, as well as with other institutions in matters regarding the statutory activities of the Grouping
 - 3) prepares the proposed annual budget of the Grouping and an annual activity plan
 - 4) prepares and submits an annual financial report and activity report to the Assembly
 - 5) directs and is responsible for the economic activity of the Grouping
 - 6) prepares draft resolutions for the Assembly in cooperation with the Chairperson of the Assembly
 - 7) implements the Assembly's resolutions
 - 8) directs the work of the Grouping's office
 - 9) organises and leads the day-to-day work of the Grouping
 - 10) acts as employer, with associated rights and responsibilities, for the employees of the Grouping
 - 11) carries out tasks assigned by the Assembly
3. The Director's actions are governed by regulations approved by the Assembly.

§ 16

1. The Director shall be appointed and dismissed by the Assembly.
2. Any member of the Grouping may nominate a candidate for the position of Director.
3. The unanimous agreement of the members of the Grouping is required for the election and dismissal of the Director.
4. The Director's term of office shall last four years and begin simultaneously with election.

§ 17

The Director's mandate expires:

- 1) on dismissal
- 2) on completion of the term of office, or the dissolution of the Grouping before the completion of the term of office
- 3) on resignation
- 4) on death, or presumption of death

The Supervisory Board

§ 18

1. The Supervisory Board is the organ of control of the Grouping, formed to monitor its activities.
2. The Supervisory Board shall consist of six members, of whom three shall be representatives of Euroregion Tatry Association and three representatives of Region Tatry Association.

§ 19

1. The members of the Supervisory Board shall be appointed and dismissed by the Assembly.
2. The unanimous agreement of the members of the Grouping is required for the appointment and dismissal of members of the Supervisory Board.
3. The term of office of a member of the Supervisory Board shall last four years.
4. The Supervisory Board shall elect a chairperson from among its members.

§ 20

1. The Supervisory Board shall:
 - 1) analyse the annual financial and activity reports of the Grouping, present its opinion to the Assembly, and request a vote of approval from the Assembly for the Director
 - 2) supervise and control the economic activities and financial-accounting documents of the Grouping
 - 3) assess and control whether the activities of the Grouping are in accordance with applicable law, its Convention, and Statute
 - 4) inform the Assembly of irregularities it has discovered and request remedial action
2. The members of the Supervisory Board may:
 - 1) have free access to all documentation regarding the activities of the Grouping
 - 2) request an extraordinary general meeting of the Assembly when the interests of the Grouping so require
 - 3) participate in the sessions of the Assembly
 - 4) present the Assembly with a request for the dismissal of the Director
3. The Supervisory Board shall act in accordance with regulations ratified by the Assembly.

§ 21

A Supervisory Board member's mandate expires:

- 1) on dismissal
- 2) on the completion of the term of office, or the dissolution of the Grouping before the completion of the term of office
- 3) on resignation
- 4) on death or presumption of death

**Article VII
FUNCTIONING OF THE GROUPING**

§ 22

1. The Director shall carry out responsibilities with the aid of the office located in Nowy Targ, and of the branch office located in Kežmarok.
2. Employees of the office shall be employed on the basis of a work contract.
3. Detailed policies of recruitment and employment shall be set by the Director.
4. The Director may commission third parties to carry out tasks on the basis of civil law contracts.

**Article VIII
SPECIAL COMMITTEES**

§ 23

1. The Assembly may, as necessary, call up permanent or temporary special committees as advisory bodies.
2. The committees shall consist of representatives of the members and of external experts appointed by the Assembly.
3. The membership, tasks, and number of members of each committee shall be decided by the Assembly.
4. The activities of the committees shall be governed by separate regulations approved by the Assembly.

**Article IX
FINANCES OF THE GROUPING**

**§ 24
Assets**

1. The assets of the Grouping comprise:
 - 1) the founding membership contributions and further membership contributions
 - 2) funding from European Union projects and programs, as well as funding from other sources
 - 3) income from the Grouping's economic activities
 - 4) gifts and bequests from individuals and legal entities
2. The assets of the Grouping may be managed exclusively in accordance with the conditions set forth in the Convention and Statute, and to cover the costs and expenses of the Grouping.

**§ 25
Financial Contribution of Founding Members**

The financial contribution of each founding member shall amount to 1,000 EUR (One thousand Euros) and shall be paid within 30 days of the registration of the Grouping.

**§ 26
Membership Contributions**

1. The amount of membership contributions shall be set by the Assembly.

2. The members of the Grouping shall make financial contributions to the bank account of the Grouping no later than March 31st of each year beginning with the year in which the Grouping starts its operations.
3. The initial contribution shall be made within three months of the date of registration of the Grouping.

§ 27
Economic Activity

The Grouping may carry out economic activities. Revenues from this activity shall be used for the achievement of the objectives and realization of the tasks of the Grouping, and may not be distributed among the members of the Grouping.

§ 28
Budgetary Rules

1. The financial activities of the Grouping shall be based on an annual budget.
2. The Director shall draw up and submit the proposed budget to the Assembly no later than 30 days before the beginning of the calendar year to which the budget applies.
3. The Assembly shall approve a budget for the Grouping no later than by the 31st of January of the year to which the budget applies.

§ 29
Accountancy Rules

The Grouping shall maintain accounts in accordance with the provisions of Polish law as defined in the Accounting Act dated September 29th, 1994 (*Official Journal of Laws of the Republic of Poland* 2009 No 152 item 1223, with further amendments).

§ 30
Annual Report and Audit

1. The Director of the Grouping shall prepare an annual financial report and a report on the Grouping's activities by March 31st of the year following the year covered by the reports.
2. The financial report and activity report mentioned in point 1 shall be drawn up in the Polish and Slovak languages, with Polish currency used as the medium of accounting.
3. The Assembly shall approve the financial and activity reports submitted by the Director by June 30th of the year following the year covered by the reports.
4. The Supervisory Board shall appoint independent auditors for the audit of the Grouping's annual financial report.

Article X
APPLICABLE LAW, SUPERVISION AND EXTERNAL AUDIT

§ 31
Applicable Law

1. For the purposes of interpretation and application of the Convention and Statute of the Grouping, the laws of the Republic of Poland, as the Member State in which the Grouping has its registered offices, shall be applied.
2. Members of the Grouping shall seek to resolve internal conflicts by mutual agreement.

3. When conflict between members of the Grouping cannot be resolved by mutual agreement, such conflict will be resolved before the competent court of the Republic of Poland.

§ 32

Supervision and External Audit

1. The Supervisory Organ of the Grouping shall be the Minister of Foreign Affairs of the Republic of Poland.
2. The competent authorities of the Republic of Poland, the Member State in which the Grouping has its registered offices, shall organize controls of public funds administered by the Grouping.
3. Where required under the national legislation of the Slovak Republic, the competent authorities of the Republic of Poland, where the Grouping has its registered offices, shall make arrangements with the competent authorities of the Slovak Republic to carry out controls on the territory of the Slovak Republic for those acts of the Grouping which are carried out in the Slovak Republic and to exchange all appropriate information.

Article XI

LIABILITY OF THE GROUPING AND ITS MEMBERS

§ 33

1. The Grouping shall be liable for its debts to the full extents of its assets.
2. The members of the Grouping shall be liable for the debts of the Grouping only to the extent of their contributions.

Article XII

DISSOLUTION OF THE GROUPING

§ 34

1. The Grouping may undergo dissolution in accordance with the provisions set forth in Articles 12 and 14 of Regulation (EC) No 1082/2006 and with the provisions of the Act dated November 7th, 2008 on a European Grouping of Territorial Cooperation.
2. Dissolution of the Grouping may take place as a result of:
 - 1) a resolution of the Assembly,
 - 2) a decision of the competent court or authority for reasons outlined in Article 13 or 14 of Regulation (EC) No 1082/2006.
3. The dissolution of the Grouping shall take effect on the day that it is stricken from the list maintained by the Minister of Foreign Affairs of the Republic of Poland.

Article XIII

LIQUIDATION OF THE GROUPING

§ 35

1. The liquidation of the Grouping shall take place in the case of:
 - 1) the dissolution of the Grouping as a result of a resolution of the Assembly

- 2) the crossing out of the Grouping from the register maintained by the Minister of Foreign Affairs of the Republic of Poland as a result of the activities carried out by the Grouping, as outlined in Article 13 of Regulation (EC) No 1082/2006
 - 3) the crossing out of the Grouping from the register maintained by the Ministry of Foreign Affairs of the Republic of Poland for reasons outlined in Article 14 of Regulation (EC) No 1082/2006
2. In the case outlined in point 1(1), the Assembly shall appoint a liquidator. In the case outlined in point 1(2) and point 1(3), the supervising body, that is the Minister of Foreign Affairs of the Republic of Poland, shall appoint a liquidator.
 3. In the cases outlined in point 1, the liquidator of the Grouping shall inform the supervising body of the initiation of the liquidation process.
 4. The cost of the liquidation process, including the remuneration of the liquidator, shall be covered from the assets of the Grouping.
 5. The assets after liquidation shall be divided among the members of the Grouping in proportion to the dues which they have paid.

**Article XIV
WORKING LANGUAGES**

§ 36

1. The working languages of the Grouping shall be Polish and Slovak.
2. The Grouping's Annual Report, Annual Financial Report, and the resolutions of the Assembly shall be drawn up in both Polish and Slovak versions.

**Article XV
AMENDMENTS TO THE CONVENTION AND STATUTE OF THE GROUPING**

§ 37

1. Motions for amendment to the Convention and Statute may be submitted by a member of the Grouping, the Director, or the Chairperson of the Supervisory Board.
2. All amendments and additions to the Convention and Statute require the unanimous agreement of the members of the Grouping and shall be ratified by the Assembly.
3. All amendments to the Convention and any substantial amendments to the Statute of the Grouping, that is those entailing directly or indirectly an amendment to the Convention, shall require the approval of the Republic of Poland and the Slovak Republic, according to the procedure set out in Article 4 of Regulation (EC) No 1082/2006.

**Article XVI
FINAL PROVISIONS**

§ 38

1. This Statute has been drawn up in two identical copies, both in the Polish and Slovak languages, in Kežmarok, on August 14th, 2013.
2. The Statute of the European Grouping of Territorial Cooperation TATRY Ltd enters into force on the day of its registration in the Register of European Groupings of Territorial Cooperation administered by the Minister of Foreign Affairs of the Republic of Poland.

3. Within ten working days of entry into the Register mentioned in point 2 above, the Grouping shall send a request for publication to the Official Journal of the European Union of information regarding the establishment of the Grouping, which publication shall contain details of its name, objective, membership and registered offices.
4. This Statute and any further amendments to it shall be published in the Court and Commercial Gazette [*Monitor Sądowy i Gospodarczy*] by the Minister of Foreign Affairs of the Republic of Poland.

On behalf of the Euroregion Tatry Association

Bogusław Waksmundzki
Chairman of the Board

On behalf of the Region Tatry Association

Jozef Ďubjak
Chairman of the Board