

# **Statutes of "Fundacja Świętego Mikołaja" (Saint Nicholas Foundation)**

## **General provisions**

### **§1**

1. The Foundation under the name "Fundacja Świętego Mikołaja" (Saint Nicholas Foundation), hereinafter referred to as the "Foundation", set up on the basis of a notary deed drawn up by Monika Kędzierska, Notary Public in Warsaw, reg. No. A5549/02, on 29 May 2013. Founders of the foundation, are hereinafter referred to as the "Founders".

2. The Foundation operates on the principles laid down in the Foundations Act of Sept. 6, 1984 (Journal of Laws of 1991, No. 46, item 46, with amendments), the Act on Public Benefit Activities and Voluntary work (Journal of Laws No.96, item 873) and the provisions of these Statutes.

### **§2**

1. The Foundation has its headquarters in Piaseczno and operates within the territory of the Republic of Poland and abroad.

2. The Foundation has the right to appoint subsidiary units.

3. The Foundation may be a member of national and international associations with the same or similar profile activity.

4. The Foundation may participate in companies and other legal entities.

### **§3**

The Foundation may establish badges of honor and award them, along with other awards and distinctions to individuals and legal persons who contributed to achieving goals chosen by the Foundation.

## **Aims and principles of operation**

### **§4**

The objectives of the Foundation are:

1. Conducting scientific research in the fields of philosophy, theology, law, economics as well as social sciences and humanities and dissemination of research results.

2. Supporting the development and internationalization of Polish research in the fields of philosophy, theology, law, economics as well as social sciences and humanities.

3. Promotion of culture, in particular in the fields of philosophy, theology, political thought, literature and history.

4. Supporting the development of non-governmental organizations.

5. Training in applying for European funds and donations for social, cultural, health and educational activities and charity work.
6. Collecting funds for people in need and non-governmental institutions.
7. Financial, material and educational assistance to the people in need.
8. Researching and promoting republican virtues and values, especially solidarity with those in need, Polish political tradition and civic attitudes.
9. Encouraging solidarity between various social groups.
10. Lobbying for legal solutions favourable to the development of non-governmental organizations.
11. Social assistance.

## §5

1) The Foundation pursues its aims through:

1. Running a non-profit organization focusing on:

- a) Conducting programs, actions and social campaigns promoting charity initiatives, development of NGO organizations and other activities promoting objectives of the Foundation (94.99.Z),
- b) Organizing and financing fundraising events to support other organizations (94.99.Z),
- c) Providing financial and material aid to persons in need in Poland and other countries (94.99.Z)
- d) Organizing trainings, seminars, debates, scientific conferences and other similar activities for information gathering and sharing to promote the ideas and objectives of the Foundation (85.59.Z)
- e) Coordinating and financing the recruitment and training of volunteers (85.59.Z)
- f) Publishing books to the extent of the Foundation's aims (58.11.Z)
- g) Publishing magazines and other periodicals to the extent of the Foundation's aims (58.14.Z)
- h) Other publishing activities to the extent of the Foundation's aims (58.19.Z)
- i) Conducting filmmaking activities, video recordings and television programs to the extent of the Foundation's aims (59.11.Z)
- j) Conducting activities relating to the distribution of video content to the extent of the Foundation's aims (59.13.Z)
- k) Conducting activities related to screening of video content to the extent of the Foundation's aims (59.14.Z)
- l) Organizing, financing and conducting research in the fields of social sciences, philosophy, theology, law and economics (74.20.Z)
- m) Organizing mass events, exhibitions, lectures and similar to promote the Foundation's activities (82.30.Z)

n) Counseling and assistance, in both organizational and economic aspects, for other entities interested in the Foundation's activities (74.90.Z)

2. Running a paid public benefit organization focusing on:

a) Publishing books (58.11.Z)

b) Publishing magazines and other periodicals (58.14.Z)

c) Other publishing activities (58.19.Z)

d) Retail sales of works of art within the scope specified in the objectives of the Foundation (47.69.B)

e) Retail sales of other goods related to culture, including reproduction of works of art and other promotional materials to the extent specified in the objectives of the Foundation (47.69.C)

3. Apart from implementing its own strategy, the Foundation may cooperate with other institutions, organizations and individuals to achieve shared statutory goals.

4. The Foundation conducts its statutory activities for benefit of general public.

### **Foundation authorities**

#### **§6**

The Foundation's authorities are the Foundation's Management Board and the Foundation's Council.

#### **§7**

1. The Foundation's Management Board consists of 2 (two) to 3 (three) individuals, including the Chairman and the Vice Chairman. The board is appointed for an indefinite period by the founders acting jointly. Each founder may designate, which shall be in writing, a natural person or legal person who will take over the execution of this right.

2. The founders may be members of the Management Board. Members of the Management Board must not have been convicted with a valid sentence for an intentional indictable offence or fiscal offence.

3. Declarations of intent on behalf of the Foundation shall be submitted by a total of two members of the board.

4. The responsibilities of the Board of Management include making any decision in accordance with the provisions of this Statutes, and in particular the duties of the Board include to:

1. Represent the Foundation externally

2. Exercise management over the Foundation's assets

3. Accept subsidies, donations, endowments, legacies and bequests

4. Create and liquidate the organizational units of the Foundation
5. Adhere to and fulfill the goals, objectives and missions of the Foundation
6. Provide honest, thorough and cost effective asset management of the Foundation
7. Prepare annual reports on the activities of the Foundation
8. Appoint, where appropriate, specialized organizational units and auxiliary units
9. Determine the level of employment, the rules of remuneration of employees and the size of their pay and rewards
10. Resolutions of the Board are passed by a simple majority of votes cast, whereby the validity of the resolution requires the presence of at least half of its members

## **§8**

1. The Foundation's Council consists of 3 to 10 individuals, including the Chairman of the Council, appointed for an indefinite period and dismissed by the founders, acting jointly.

2. Members of the Foundation's Council:

- a) May not be members of the Board or remain with them in marriage, consanguinity, affinity or subordination in respect of employment
- b) Must not have been convicted with a valid sentence for an intentional indictable offence or fiscal offence.

3. Members shall serve on the Foundation's Board honorably without compensation.

4. The Foundation's Council is the supervising authority and its responsibilities include to:

1. Supervise over the activities of the Foundation
2. Approve of the annual activity reports prepared by the Foundation's Board of Management
3. Approve financial statement
4. Approve annual and long term operational plans of the Foundation

5. All councillors meet together as the Council. Meetings of the Council are held as needed, but no less frequently than annually.

Meetings are convened by the Chairman of the collective management body at the request of two members of the Council or at the request of the Management Board.

6. Resolutions of the Council are passed by a simple majority of votes cast in an open vote, whereby the validity of the resolution requires the presence of at least half of its members. In case of equality votes, the Chairman shall have a casting voting.

## **The Foundation's assets and income**

## **§9**

1. The Foundation's assets are comprised of the founding capital of PLN 3,000 (three thousand zlotys).
2. An amount of PLN 1,000 (one thousand zlotys) shall be designated from the founding capital for business activities.
3. The Foundation is responsible with all its assets for its liabilities.

## **§10**

1. The Foundation's income may be derived in particular from:
  - 1) Income from movable and immovable property
  - 2) Subsidies, donations and grants received from natural and legal persons
  - 3) Income from fundraising and public events
  - 4) Income generated from paid public benefit activities
  - 5) Income generated from the Foundation's business activities
  - 6) Proceeds from the share in profits of legal persons and dividends
  - 7) Bank interest
2. Income from donations and grants may be used for any purpose of the Foundation unless a grant-maker or donor restricted to support a specific purpose.
3. All income is used on statutory activities.

## **§11**

If the Foundation is appointed as an heir, the Board of Management shall make a declaration of acceptance of the succession under benefit of inventory only when, at the time of making such declaration, it is obvious that the inherited assets exceed inherited debts.

## **§ 12**

1. It is forbidden to use the Foundation's assets to grant loans or secure liabilities by the Foundation's assets in relation to members of the Foundation or the Foundation's Board of Management or employees as well as their spouses, lineal blood relatives or persons related by marriage, collateral blood relatives or persons related by marriage up to the second degree, or persons related by adoption, guardianship or wardship relationship, hereinafter referred to as "relatives".
2. It is forbidden to transfer the Foundation's assets to its members, its board members or employees and to their relatives based on principles other than those applied to third parties, in particular if the transfer is made free of charge or on preferential terms.
3. It is forbidden to use the Foundation's assets for the benefit of members of the Foundation, its board members or employees, or for the benefit of their relatives, based on principles other than those applied to third parties, unless such a use results directly from the Foundation's aim as defined in the Statutes.

4. It is forbidden to purchase goods or services from entities involving members of the Foundation, members of its Board of Management, or employees or their relatives based on principles other than those applied to third parties or using prices that are higher than market prices.

## **Business Activities of the Foundation**

### **§ 13**

1. The Foundation may carry on business in Poland and abroad - in accordance with applicable regulations - as an activity ancillary to the activities of public benefit. Income generated from business activities of the Foundation shall be used for financing statutory activities. The Foundation's business activities may also involve participation in civil law and commercial companies.

2. The business activities of the Foundation shall include:

- 1) Publishing activities relating to other software (58.29.Z)
- 2) Scientific research and development activities in the field of social sciences and humanities (72.20.Z)
- 3) Market research and public opinion polling (73.20.Z)
- 4) Other professional, scientific and technical, not elsewhere classified (74.90.Z)
- 5) Advertisement (73.11.Z)
- 6) Photographic activities (74.20.Z)
- 7) Activities related to organization of trade fairs, exhibitions and congresses (82.30.Z)
- 8) Other of non-school forms of education, not elsewhere classified (85.59.B)
- 9) Other activities in the field of health care, not elsewhere classified (86.90.E)
- 10) Other activities in social assistance with accommodation (87.90.Z)
- 11) Other activities in social assistance without accommodation, not elsewhere classified (88.99.Z)
- 12) Educational support activities (85.60.Z)
- 13) Activities of other membership organisations not elsewhere classified (94.99.Z)
- 14) Activities related to production of movies, videos and television programs to the extent of the Foundation's aims (59.11.Z)
- 15) Activities related to distribution of movies, videos and television programs to the extent of the Foundation's aims (59.11.Z)
- 16) Activities related to screening of movies to the extent of the Foundation's aims (53.14.Z)

3. The Foundation is required to obtain relevant licences or permits to run or undertake business activities that are subject to regulation –in accordance with applicable laws. Such activities will be undertaken by the Foundation only after obtaining a license or permit.

4. The Foundation may conduct business activities directly or through separate establishments, as defined in the Foundation’s Statutes.

## **Final Provisions**

### **§14**

Decisions on amending the Statutes and the Foundation's aim shall be made by the Founders in a resolution adopted unanimously.

### **§15**

In order to successfully pursue its aims, the Foundation may merge with another foundation. No merger shall take place if this would affect the Foundation’s aim. The decision regarding merger shall be made by the Founders in a resolution adopted unanimously after hearing from the relevant Minister.

### **§16**

1. The Foundation shall be liquidated if its aims have been fulfilled or its financial resources and assets have been exhausted.

2. The decision regarding liquidation shall be made by the Founders in a resolution adopted unanimously.

3. The liquidation of the Foundation will be carried out by a liquidator appointed by the Founders.

4. Determinations regarding allocation of net assets remaining after liquidation of the Foundation is determined by the Founders. About the statement of liquidation of the Foundation and the allocation of its assets a relevant Minister is notified.

### **§17**

In the event of the death or permanent inability to act of one of the Founders (including a situation where one of the Founders submits to the other of the Founders and to the Management Board a written statement with a notarized signature of voluntary termination of exercise of the Founder's rights, which will result in the expiration of the rights of such Founder), the other of the Founders may act independently in all matters which in accordance with this Statute require the activities of both Founders.

### **§18**

The Statutes shall come into effect as of the date of registration of the Foundation with the relevant registry court.