

## UNIFIED TEXT OF THE STATUTE

### of the Foundation operating under the name of the Art of Freedom Foundation

#### Chapter I General Provisions

##### § 1

1. The Foundation operates under the name of the **Art of Freedom Foundation**, hereinafter referred to as the Foundation.
2. The Foundation was established by Olga Żmijewska. Hereinafter referred to as the Founder, on 30.01.2018, under a notarial deed, REPERTORY A No. 1266/2018 in the Notarial Office in Olsztyn at ulica Erwina Kruka 18/4, 10–540 Olsztyn, and operates on the basis of the Act on foundations of 6 April 1984 (Journal of Laws of 1991, No., 46, item 203, as amended) and this Statute.

##### § 2

1. The Foundation has a legal personality.
2. The competent Minister having regard to the objectives of the Foundation is the Minister of Family, Labour and Social Policy.
3. The Foundation uses a stamp with an inscription designating its name and the identification details of the Foundation.

##### § 3

1. The head office of the Foundation is in Idzbank (administrative district of Ostróda).
2. The territory of activities of the Foundation is the territory of the Republic of Poland where, in the scope necessary for the proper performance of its aims and objectives, it may also conduct activities outside the borders of the Republic of Poland, on the terms established under local laws and international laws.
3. The Foundation may use the translated name in selected languages for the purposes of cooperation with foreign partners.

#### Chapter II The Aims and Objectives and Principles of Action of the Foundation

##### § 4

##### Purposes

1. The Foundation is established with a view to the need of fostering regional development through support for various forms of local activities, in particular raising awareness and knowledge of citizens, including children, the promotion of entrepreneurship, strengthening professional activity and participation in employment, and counteracting unemployment, also among persons at risk of social exclusion. Furthermore, the aim of the Foundation is promoting international understanding by supporting Polish–German cooperation and cultural exchange between these two nations, where the execution of this aim shall take place outside the territory of the Federal Republic of Germany and shall contribute to promoting and reinforcing the good reputation and name of the Federal Republic of Germany outside its borders.

##### 2. Objectives of the Foundation:

- 1) Promoting the spirit and principles of civic society;
- 2) Strengthening civil society and democracy in Poland;
- 3) Reinforcing personal liberty and individual and civic freedom;
- 4) Furthering equality among different social groups;
- 5) Promoting culture and the arts;
- 6) The emancipation of women;
- 7) Promoting a proactive spirit and entrepreneurship; and

- 8) Social and professional integration of certain categories of persons expressed by the level of employment of these persons. Employment reaching levels of at least 50%:
  - a) Of unemployed persons, or
  - b) Of persons with disabilities, or
  - c) Of the persons mentioned in Article 1, item 2 of the Act on social employment of 13 June 2003, or
  - d) Of the persons mentioned in Article 4, item 1 of the Act on social cooperatives of 27 April 2006;
- 9) Supporting Polish–German contacts, actions aimed at preserving common cultural heritage and supporting economic relations between the Republic of Poland and the Federal Republic of Germany, particularly educational actions, seminars, conferences, the promotion of the German language, and the dissemination of the German culture in Poland.

## **§ 5**

### **The Rules and Forms of Operation of the Foundation**

1. The Foundation carries out benevolent charitable actions and is not primarily commercially orientated. The funds and resources of the Foundation may be used solely and exclusively for statutory purposes, provided that donations made by donors have not been earmarked by them for other purposes subject to § 12. The Foundation's funds and resources shall not be allocated to supporting persons in the scope not covered by the Statute of the Foundation or to disproportionately high remuneration.
2. The actions performed by the Foundation shall contribute to supporting and furthering the horizontal issues outlined hereunder:
  1. Civil liberties, equal opportunities and solidarity among different social groups;
  2. Development of civil society and democracy;
  3. Sustainable development and ecology;
  4. Transnational cooperation and bridging cultural and national divides;
  5. Equal opportunities, including equal opportunities of men and women and persons from rural and urban areas;
  6. Promotion and development of culture and the arts;
  7. Local development;
  8. Dialogue between different social groups and non-violent communication;
  9. Broadening horizons and access to knowledge;
  10. Promoting a proactive spirit and entrepreneurship.

## **§ 6**

The Foundation carries out its statutory objectives particularly through:

1. Educational projects and activities, and the organisation of workshops, courses and trainings;
2. Developing, disseminating, and executing innovative educational programmes and innovative forms of learning;
3. Organising lectures, seminars, symposia, conferences, and panels not of a lifelong learning nature;
4. Creating opportunities for various kinds of exchange, broadening horizons, and learning about other life models and worldviews;
5. Research activities and research;
6. Identification and promotion of best practices and solutions within the scope of the statutory aims and objectives;
7. Initiation of discussions in the public sphere;
8. Supporting talented people;
9. Incorporating and putting into action the idea of a European community and international agreement;
10. Providing counsel, consulting, and informative resources;
11. Taking measures for socially excluded persons or persons at risk of social exclusion, including senior citizens, persons at risk of addictions and succumbing to pathologies, single parents, and unemployed persons;
12. Promoting and developing culture and the arts;

13. Making available and disseminating the fruit of the Foundation's activities, e.g., in the form of publications, exhibitions, and festivals, etc.;
14. Organising, establishing, and developing national and international cooperation;
15. Carrying out publishing, IT, and online activities;
16. Organising initiatives in the field of culture: film screenings, theatre performances, and exhibitions, etc.
17. Organising recreational, sports, and tourism events;
18. Developing local infrastructure for civil society efforts;
19. Providing counsel, consulting, and informative resources for public administration employees and authorities, politicians, and the non-governmental sector;
20. Taking measures improving education, healthcare, civic attitudes, and entrepreneurship;
21. Conducting multi-cultural and environmental education activities;
22. Taking action for environmental, animal welfare and protection, and conservation of natural heritage actions;
23. Striving to preserve the culture and traditions of Varmia and Masuria;
24. Urban and rural regeneration;
25. Developing and implementing tourism products;
26. Taking measures relating to supporting rural development;
27. Collecting of data and information and conducting research activities;
28. Developing concepts, plans, and other documents for non-governmental organisations, local and regional authorities, cities, communes, village administrations, and micro and small enterprises;
29. Providing organisational, technical, and intellectual assistance to persons and organisational units wanting to gain and improve their knowledge in a civil society, and actively participating in the life and development of a civil society;
30. Granting scholarships and/or awarding grants to natural persons or donations and/or grants to legal persons carrying out similar activities to the statutory aims and objectives of the Foundation;
31. Taking actions with regard to the protection of freedom and human rights and civil liberties, as well as actions promoting democracy and its development;
32. Taking actions promoting the Republic of Poland abroad;
33. Engaging in other activities in the scope necessary to achieve the statutory goals and objectives of the Foundation.

## **§ 7**

1. The aims and objectives of the Foundation are also pursued through cooperation with persons, and national and foreign institutions conducting activities in the scope covered by the aims and objectives of the Foundation, particularly with national, regional, and local authorities.
2. Apart from the execution of the ventures initiated by it, the Foundation collaborates with other institutions, organisations, and persons to achieve common statutory objectives. This collaboration may be in the form of organisational support, partial or full financing of a venture, or assistance in obtaining the required funding from other sources. The Foundation shall provide the support mentioned in sentence 1 provided that the aided entity meets the specified terms and conditions, that is, also undertakes the following:
  - a) Uses funds in accordance with their intended purpose;
  - b) Submits to the Foundation a report on the use of the funds received;and, at the discretion of the Foundation,
  - c) During project execution, indicates the Foundation—as the entity providing the funding—in a manner universally recognisable for third persons.
3. The Foundation executes statutory objectives also through its membership in organisations bringing together Polish and foreign foundations with similar or the same objectives as the Foundation.

## **§ 8**

1. The Foundation may establish badges, decorations, medals, and honorary titles and award them with other prizes and distinctions to deserving persons and institutions with a view to the aims and objectives taken by them or for the Foundation itself.

2. Distinctions and the manner in which they are awarded are defined by the Board of the Foundation.

**Chapter III**  
**The Assets and Financial Management of the Foundation**  
**§ 9**

The assets of the Foundation constitute its founding capital in the amount of PLN 2,200 (in words: two thousand two hundred zloty), where PLN 1,000 (in words: one thousand zloty) is earmarked for business activity and other property acquired by the Foundation during the course of its operations.

**§ 10**

The income of the Foundation may particularly come from:

1. Donations, successions, and legacies;
2. Grants, subventions, and subsidies;
3. Income from collections and public events;
4. Income from the assets of the Foundations;
5. Income from the economic activity of the Foundation.

**§ 11**

The Foundation is liable for its obligations with all its assets.

**§ 12**

1. The income from donations, successions, and legacies may be used for the fulfilment of the statutory aims and objectives of the Foundation, unless provided otherwise by the donors.
2. The Management Board of the Foundation shall submit the declarations on the acceptance of donations and succession required by the provisions of the law.
3. The acceptance of donations or successions shall not have the effect of the Foundation acquiring debts exceeding the value of the accepted assets.

**§ 13**

1. The Foundation may engage in business activities provided that all the proceeds from such business activities are earmarked for statutory activities.
2. The Foundation is an entity that does not distribute its profits or the balance sheet surplus between shareholders, stakeholders, or employees. The profits of the Foundation are intended to strengthen the potential of the enterprise as indivisible capital—not less than 5%, and in a certain amount to the reintegration into employment and society or to public benefit activities for the local community in which the enterprise operates—not less than 5%.
3. Business activity may be carried out within the scopes mentioned in Annexe No. 1 to this Statute.

**Chapter IV**  
**The Governing Bodies of the Foundation**

**§ 14**

The Governing Bodies of the Foundation are:

1. The Management Board of the Foundation, hereinafter referred to as the "Board".

**§ 15**

**The Management Board of the Foundation**

1. The Board comprises 2 persons, including the President who manages the work of the Board.
2. The term of office of the Board shall be 5 years.
3. The first composition of the Board is decided by the Founder.
4. On expiry of the term of office, the new Board is elected by the sitting Board, by way of a unanimous resolution.
5. The function of Member of the Board may be performed for more than one term of office.

6. The Founder may become a Board Member.
7. The Members of the Board of the Foundation may receive remuneration of not more than the amount of the average 3-monthly remuneration in the enterprise sector announced by the President of the Central Statistical Office of Poland for the previous year.

#### **§ 16**

1. The Board manages the activities of the Foundation and represents it externally.
2. The duties of the Board in particular include:
  - a) Approving the annual action plans of the Foundation and its financial plans;
  - b) Adopting the rules and regulations;
  - c) Managing the assets of the Foundation;
  - d) Setting the remuneration amount and the amount budgeted for the remuneration of the employees of the Foundation;
  - e) Deciding in all matters not intended for the competences of any other bodies;
  - f) Accepting donations, successions, legacies, subsidies, and grants;
  - g) Making requests and expressing consent in matters of amendments to the Statute of the Foundation, merger(s) with other Foundation(s), and the winding up of the Foundation.
3. The Board makes its decisions at its meetings in the form of resolutions—by a simple majority of votes cast by its members attending the meeting.
4. Minutes are prepared from the meetings of the Board.
5. All Members of the Board must be notified of the meeting.
6. Board meetings are convened as required, at least once every quarter.
7. The Board may appoint attorneys-in-fact to manage separated areas within the scope of the tasks of the Foundation.

#### **§ 17**

The President of the Board or Vice President acting independently are authorised to make declarations of intent.

### **Chapter V The Works Council of the Foundation**

#### **§ 18**

1. A Works Council of the Foundation shall be established in the event of the employment of employees by the Foundation.
2. The Works Council of the Foundation shall consist of all the employees (hereinafter referred to as the Works Council Members).
3. The Works Council of the Foundation elects a Chairperson from among its members. The election takes place by a simple majority of votes.
4. Every employee of the Foundation employed on the basis of an employment agreement or civil-law agreement becomes a Member of the Works Council of the Foundation, and ceases to be a Member at the time of termination of the agreement.
5. The Works Council of the Foundation constitutes a consultative and advisory body and its resolutions have no force and effect but merely have an opinion giving character.
6. Members of the Works Council may submit a resignation from their function.

#### **§ 19**

1. The Works Council of the Foundation convenes at least once a year.
2. The Chairperson of the Works Council of the Foundation convenes and organises its meetings and presides over it.

3. The Chairperson of the Works Council of the Foundation is obliged to convene a Works Council meeting and place a given matter on the agenda at the written request of at least two members of the Works Council of the Foundation and at the request of the Board of the Foundation. A meeting should be held within two weeks of submitting a request.
4. Should the meeting of the Works Council of the Foundation not be convened pursuant to paragraph 3, the applicants shall be entitled to convene the meeting.
5. Resolutions of the Works Council of the Foundation can be adopted during a Works Council meeting, and outside a meeting by way of casting a vote in writing or by means of distance communication when all the Members of the Works Council of the Foundation have been notified of the content of the draft resolution.
6. Members of the Works Council of the Foundation may participate in the adoption of the resolutions of the Works Council of the Foundation by making their vote in writing through another Member of the Works Council of the Foundation if the resolution does not concern matters introduced into the agenda at the meeting of the Works Council of the Foundation.
7. The resolutions of the Works Council of the Foundation are adopted by an absolute majority of the votes cast by the attendants. In the case of an equal number of votes, the Chairperson shall have the casting vote.

## **§ 20**

1. The competences of the Works Council of the Foundation particularly include matters pertaining to the following:
  - a) Giving opinions on the motions of the Board;
  - b) Consulting decisions made by the Board; and
  - c) Giving opinions on the annual plans of the Foundation.

## **Chapter IV Amendments to the Statute of the Foundation**

### **§ 21**

1. Amendments to the Statute of the Foundation shall be made by the Board of the Foundation.
2. Amendments to the Statute may concern the aims and objectives for which the Foundation was established and that have been specified in the Articles of Incorporation.

## **Chapter VII Merger and Winding up of the Foundation**

### **§ 22**

1. The Foundation may be merged with another foundation with convergent aims and objectives, in accordance with the terms and conditions of agreement of both Foundations.
2. A merger cannot proceed if the aims and objectives of the Foundation may be amended as a result of such a merger.
3. The Board is competent to handle all matters relating to a merger with another foundation, where its decisions are adopted by way of a unanimous resolution and require approval by the Founder to be effective.

### **§ 23**

1. The Foundation is liquidated when the statutory aims and objectives have been achieved, and financial resources and assets have been depleted.

2. The liquidation of the Foundation is carried out by an insolvency practitioner appointed by the Board of the Foundation by way of a unanimous resolution.
3. The decision on the liquidation is made by the Board by way of a unanimous resolution, which—in order to produce legal effects—requires the approval of the Founder.
4. The assets remaining after the liquidation of the Foundation may be transferred to those operating in non-governmental organisations with similar aims and objectives.

**Chapter VIII**  
**Final Provisions**  
**§ 24**

The provisions of the Act on the Polish Civil Code of 6 April 1984 shall apply in matters not regulated by this Statute.

**§ 25**

This Statute enters into force on the day of registration of the Foundation.