

# **Sendzimir Foundation Statutory Document**

## **General provisions**

### **§ 1**

1. The Foundation called Sendzimir Foundation, hereinafter referred to as the Foundation, established by Jan Sendzimir, hereinafter referred to as the founder, notarial drawn up by a notary Maria Kwiecińska-Stybel in a notary's office in Krakow, ul. Royal 7, on 8 October 2008, operates under the provisions of Polish law and this Statute.
2. The Foundation is apolitical and is not connected with any religion.

### **§ 2**

1. The seat of the foundation is located in Zielonki near Cracow.
2. The area of activity of the Foundation is the Republic of Poland, to the extent necessary for the proper implementation of the objectives it can also operate outside the Republic of Poland
3. The Foundation may for the purposes of cooperation with foreign countries use the translation of names in selected foreign languages.
4. The duration of the Foundation is unlimited.

### **§ 3**

1. The Foundation may establish badges, medals of honor and award them with other awards and distinctions, natural and legal persons contributed to the Foundation.
2. The Foundation may use a seal in accordance with applicable regulations.

### **§ 4**

1. The Foundation is a legal entity.
2. The Foundation may conduct economic activity within the scope serving to pursue its statutory objectives.
3. The Minister appropriate for the supervision of the Foundation's activity is the Minister managing the domain of the environmental administration.

### **§ 5**

Whenever the Statute refers to a meeting, it should be understood also as communication by videoconference or other audiovisual means of communication at a distance. Whenever the Statute refers to the adoption of the resolutions, it should be understood also to collect the votes of the members of the Foundation bodies by e-mail. In this case, the votes are collected by the Chairman of the Board/Council or any member of the Board/Council.

## **The objectives and principles of the Foundation.**

### **§ 6**

The Foundation's aim is to promote sustainable development through dissemination and practical implementation of the objectives, principles, values and tools associated with it and increase public awareness in this regard.

In particular, the objectives of the Foundation are:

1. Initiation and development of sustainable partnerships between the Foundation, universities, state administration and local government, non-governmental organizations, as well as representatives of business and industry;
2. Promoting social participation and democracy, activating all social groups, especially those at risk of being left on the margins of society;
3. educational and scientific activities leading to environmentally conscious civil society;
4. Protecting and improving the environment;
5. Promoting environmentally friendly and socially responsible business.

The Foundation operates not for profit.

## § 7

The Foundation pursues its goals through:

1. Initiating, supporting and implementing educational projects in the field of interest of the Foundation, in particular related to sustainable development, ecology, environmental protection, environmental engineering, systems thinking, adaptive management, social responsibility, economic ecology, sustainable transport;
2. Initiating and conducting research in the field of interest of the Foundation;
3. Developing, implementing and promoting innovative solutions modeled on natural systems and based on the latest scientific research;
4. Promoting and spreading knowledge on technologies that reduce consumption of natural resources;
5. Promote and develop solutions that increase the autonomy and independence of local communities, aimed at building civil society;
6. Organization and participation in conferences, workshops, lectures, seminars, trainings, courses, exhibitions, competitions, etc. thematically related events to the Foundation's activities;
7. Advisory activities in support of higher education, public administration institutions and companies in the development and practical implementation of organizational structures and activities that lead to sustainable development;
8. The collection, preservation and dissemination of knowledge in the fields of interest of the Foundation, including publishing activities;
9. Support and consulting in the field of environmental protection and sustainable development;
10. Perform analysis of the quality of individual environmental components;
11. Promoting healthy lifestyles;
12. Promoting physical culture and sport;
13. Support for culture, arts, and protection of cultural heritage and traditions;
14. Supporting the development of rural areas, in particular environmentally friendly agricultural activity and eco-tourism;
15. Promoting the consumer rights, responsible consumption and fair trade;
16. Promoting and protecting freedom and human rights and civil liberties, as well as activities supporting the development of democracy;
17. International cooperation and develop contacts between societies, including European integration;
18. Action for Youth;
19. Financial support to organizations and initiatives associated with the statutory objectives of the Foundation;

20. Participation in administrative proceedings concerning matters related to interference in the environment; submission of applications, objections, appeals from administrative decisions;
21. The setting up of advertising, publishing and information;
22. Running own business activity, participation in companies with both domestic and foreign capital, and organization of joint economic projects in accordance with applicable law;
23. Raising funds for statutory activity;
24. Conducting other activities necessary to fulfill statutory targets.

### **§ 8**

To achieve its goals, the Foundation may support the activities of individuals and institutions convergent with its objectives.

## **Assets, accounting and economic activities of the Foundation**

### **§ 9**

The Foundation's assets its founding capital in the amount of 5 000 polish zlotys (five thousand) and other property acquired by the Foundation during operation.

### **§ 10**

The Foundation's income can come in particular from:

- Donations, bequests;
- Grants, subsidies and grants from legal persons;
- Income from collections and public events;
- Income from the assets of the Foundation;
- The percentage of bank deposits and equity securities;
- The economic activity of the Foundation.

### **§ 11**

1. For business Foundation may establish separate organizational and financial establishments.
2. The Foundation may conduct business, including:
  - 17.23.Z Manufacture of paper stationery
  - 18.11.Z Printing of newspapers
  - 18.12.Z Other printing
  - 18.13.Z Service activities related to preparation for printing
  - 18.20.Z Reproduction of recorded media
  - 47.61.Z Retail sale of books in specialized stores
  - 47.62.Z Retail sale of newspapers and stationery in specialized stores
  - 47.78.Z Other retail sale of new goods in specialized stores
  - 47.79.Z Retail sale in specialized stores
  - 47.91.Z Retail sale conducted via mail order houses or the Internet
  - 47.99.Z Other retail sale not in stores, stalls or markets
  - 58.11.Z Publishing of books
  - 58.12.Z Publishing of directories and mailing lists (e.g. Address, telephone)
  - 58.13.Z Publishing of newspapers
  - 58.14.Z Publishing of journals and periodicals
  - 58.19.Z Other publishing activities

- 59. Activities related to the production of films, videos, television programs, sound recording and music
  - 62.01 The activities related to software
  - 62.03.Z activities Computer facilities management
  - 63. Activity Information service
  - 63.11.Z Data processing; website management (hosting) and similar activity
  - 63.12.Z web portals
  - 68.20.Z Rental and management of own or leased real estate
  - 69.20.Z accounting and tax advice
  - 70.2 management consultancy
  - 71.20 technical testing and analysis
  - 72.1 Research and experimental development on natural sciences and engineering
  - 72.20.Z Research and experimental development on social sciences and humanities
  - 73.20.Z Market research and public opinion
  - 74.3 On related to translations
  - 74.90 On the other professional, scientific and technical activities, not classified elsewhere
  - 82.30.Z Organization of fairs, exhibitions and congresses
  - 82.99.Z Other business support activities, not classified elsewhere
  - 85.59.B Other education
  - 85.60. Educational support activities
  - 91.01.A Activities of libraries
  - 91.01.B Activity archives
  - 91.02.Z Museums activities
  - 94.99.Z Activities of other membership organizations
  - 96.09 Other service activities related to printing
3. Any activity requiring a permit or a license will be after it is received.
  4. For purposes of economic activity from the funds of the Foundation is a separate fund in the amount of 1 000 (one thousand) Polish Zlotys.
  5. Income from business activities will be devoted entirely to the objectives of the Foundation.

## **§ 12**

Total revenue generated by the Foundation is intended solely for statutory activities.

## **§ 13**

1. Income from grants, subsidies, donations, bequests and legacies can be used to achieve the objectives of the Foundation only with respect of the will of the heirs or donors.
2. In matters of adoption of donations and inheritance statements required by law the Board decides.
3. If the Foundation is to inherit, its Board of Directors shall submit a statement of acceptance of the inheritance.

## **§ 14**

In order to maintain transparency in the organization and to prevent the discharge of assets outside of the organization it shall be prohibited:

- Loans or securing commitments Foundation's assets to the members of its bodies, employees and people with whom they remain married or in a relationship or kinship in a straight line, consanguinity or affinity in the collateral line to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as "relatives"

- Transfer of the assets of the Foundation for the members of its bodies or its employees and their relatives in a manner other than in relation to third parties, in particular if the transfer is free of charge or on preferential terms,
- The use of the Foundation's assets to members of its bodies or its employees and their relatives in a manner other than in relation to third parties, unless the use is a direct result of the statutory purpose of the Foundation,
- Purchase of specific conditions of the goods or services from entities in which members of the Foundation's bodies or employees and their relatives.

## **Foundation authorities**

### **§ 15**

1. The governing bodies of the Foundation are:
  - The Council of the Foundation, hereinafter referred to as the Council
  - Board of Directors, hereinafter referred to as the Board.
2. Board members do not receive remuneration for participation in the work of this body, except for reimbursement of documented expenses related to the participation in the activities of these bodies, including travel costs.

## **The Foundation Council**

### **§ 16**

1. The Council is the body which performs the control and advises the Foundation.
2. The Council shall consist of not less than three members.
3. The Founder is member of the Council.
4. Members of the first Council are appointed by the Founder. The following members of the Council to replace persons who have ceased to hold office or to extend the composition of the Council, are appointed by the decision of the Council.
5. In particularly justified cases, the dismissal of a member of the Council and thus depriving him of the membership in the Council, may occur as a result of a resolution adopted unanimously by the other members of the Council. Founders can't be deprived of membership in the Council.
6. Membership in the Council expires upon written resignation, loss of civil rights as a result of a final judgment of conviction for an offense of willful misconduct or death of a member of the Council.
7. The members of the Council may not:
  - combine membership in the Council with the performance of duties in the Board or the employment relationship with the Foundation;
  - remain in the family relationship, subordination or by virtue of employment with the members of the Board;
  - be convicted of an offense of willful misconduct.
8. In the case of appointing a member of the Council, for a function in the Board of Directors or to establish an employment relationship with the Foundation by a member of the Council - the membership of such a person in the Council shall be suspended, respectively for the duration of the function or the employment relationship.
9. The Council elects the Chairman. Chairman of the Board directs the work of the Council, represents it outside convenes and presides over meetings of the Council.

10. The Council shall adopt its own rules of procedure.

#### **§ 17**

1. The Council shall meet at least once a year.
2. The Council convened by its Chairman on his own initiative or at the request of the Board or the Founder, submitted in writing.
3. The Council takes decisions in the form of resolutions - a simple majority of votes; in the event of an equal number of votes, the vote of the Chairman decides.
4. The Council meeting may be convened at an extraordinary Board's initiative or at the written request of the Chairman or at least two of its members to hear the case of a special nature.
5. Extraordinary Council meeting shall be convened not later than within 14 days from the date of filing in the application.
6. Each member of the Council shall have one vote.
7. The meeting of the Council is chaired by the Chairman or his deputy.

#### **§ 18**

The Council's tasks include in particular:

1. Appointing and dismissing the President, Vice President and members of the Board.
2. Making decisions about hiring members of the Board of Directors and determination of their remuneration.
3. Evaluation of the Board of Directors, the adoption of the annual report or balance sheet and provide the members of the Board with their approval.
4. Controlling the current activities of the Board.
5. Defining the main directions of activity of the Foundation.
6. Surveillance of the Foundation's activities.
7. Taking on the Board proposal of the decision to merge with another foundation or liquidation of the Foundation.

#### **§ 19**

Council to perform its tasks is entitled to:

1. Requests from the Board to submit any documents concerning the activities of the Foundation.
2. Request from members of the Board to submit written or oral explanations.
3. Make the revision of property and financial control of the Foundation.

### **Board of Directors**

#### **§ 20**

1. The Board of Directors shall consist of not less than three persons, including the President and Vice-President, appointed by the Council for five years.
2. A member of the Board can serve no more than three terms.
3. The first Board is appointed by the Founder.
4. Membership in the Board shall cease due to:
  - a written resignation to the Board;
  - death of a member of the Board.
5. The Board as a whole or its individual members may be dismissed by the Council before the end of the term in a resolution adopted unanimously by all members of the Council.

## **§ 21**

1. The Board manages the Foundation and represents it outside.
2. The Board meetings are held as needed, but at least 2 times a year.
3. Meetings of the Board shall be convened by the President, by sending information about the date by e-mail at least 3 days before the meeting.
4. All the members of the Board must be informed about the meeting.
5. The Management Board takes decisions at meetings, in the form of resolutions - a simple majority of vote of its members present at the meeting of the Board, in the case of an equal division of votes, the vote of the President decides.
6. In the case of long inability to perform the duties of the President, the VicePresident shall take this position for that period.
7. The responsibilities of the Board include, in particular:
  - Implementation of the objectives of the Foundation;
  - Adoption of the Foundation's annual action plans and financial plans;
  - Adopting regulations, with the exception of rules of procedure of the Council;
  - Managing the assets of the Foundation;
  - Determining the number of employees and amount of funds for salaries of employees of the Foundation;
  - Taking decisions on all matters not delegated to other authorities;
  - Accepting donations, legacies and bequests, grants and subsidies;
  - Proposing and approving the amendments to the Statute of the Foundation, merger with another foundation and liquidation of the Foundation;
  - Adoption of resolutions on membership in national and international organizations and delegating representatives of the Foundation for these organizations and events abroad;
  - Concluding agreements on cooperation with authorities and other organizations and institutions;
  - Appointing committees, teams, determining their composition, tasks and completion date.
8. The Board may appoint proxies to manage specific areas of belonging to the tasks of the Foundation.
9. The Management Board every year, until 30 September, is obliged to submit to the Council of the Foundation an Annual Report on the activities of the Foundation.

## **Representation**

### **§ 22**

Statements of intent, letters and any documents pursuant to which the Foundation incur financial obligations signs one, any member of the Board.

## **Final Provisions**

### **§ 23**

Changes in the Statute of the Foundation is made by the absolute majority of votes in presence of at least half of the members entitled to vote, with the consent of the Board. Amendments to the Statute may concern the purposes for which the Foundation was established as set out in the founding act.

#### **§ 24**

1. The Foundation may merge with another foundation for the effective fulfillment of its purposes.
2. The merger with another foundation cannot take place if in the outcome the main purpose of the Foundation would importantly change.

#### **§ 25**

As far as the merger with another Foundation is concerned the decision is taken by the Board by unanimous resolution and for its effectiveness it has to be approved by the absolute majority of votes by the Council, with the presence of at least half of the members entitled to vote.

#### **§ 26**

1. The Foundation shall be liquidated if the purpose for which it was set is achieved, or in case of exhaustion of its financial resources and property.
2. The liquidators of the Foundation shall be appointed and dismissed by the Council.

#### **§ 27**

The decision to liquidate is made by the Board by unanimous resolution, in order to produce legal effects it must be approved by the Council.

#### **§ 28**

Funds and assets remaining after liquidation of the Foundation may be allocated to another Foundation operating in Poland having similar purpose, by a resolution of the Board.