

**STATUTE**  
**of**  
**Fundacja Solidarności Międzynarodowej**  
**[The Solidarity Fund PL]**  
(consolidated text)

**Chapter 1**  
**General Provisions**

§1.

The Foundation styled *Fundacja Solidarności Międzynarodowej [The Solidarity Fund PL]*, hereinafter referred to as the “Foundation”, has been established on the initiative of the President of the Republic of Poland, it was entered into the Register of Associations on 12 July 2001, and it operates pursuant to the Act on Foundations of 6 April 1984 (Journal of Laws of 2016, item 40) and this Statute.

§2.

The Foundation was established for the indefinite time and it operates under the honorary auspices of the President of the Republic of Poland.

§3.

The founder of the Foundation shall be the State Treasury represented by the Minister competent for financial matters.

§4.

1. The Foundation shall have its seat in the Capital City of Warsaw.
2. The Foundation shall operate within and outside of the territory of the Republic of Poland, as regulated by the provisions in force.
3. The Foundation may establish its branches and representative offices in Poland and abroad upon obtaining the consent of the Minister competent for the Foundation

§ 5.

1. The Foundation shall use the seal with its name.
2. The Foundation, in order to facilitate its international activities, shall be entitled to use foreign translations of its name.

§6.

The Minister competent for the Foundation shall be the Minister competent for Foreign Affairs.

§7.

The Foundation shall not pursue any business activity.

**Chapter 2**  
**Objectives and Regulations of the Foundation**

§8.

The objective of the Foundation shall be carrying out tasks related to international development co-operation, including supporting democratic changes, development of civic society, rules of good governance, respect for human rights, development of local democracy, transferring experience ensuing from economic and system transformation, in particular as a part of tasks entrusted and financed by the Minister competent for Foreign Affairs.

§9.

1. The Foundation shall implement its objectives through entrusting tasks with project executors in the meaning of the Act on Public Benefit and Volunteer Work of 24 April 2003 (Journal of Laws of 2016, item 1817, as amended) and through its own activities, in particular:
  - 1) executing the development co-operation projects;
  - 2) organising conferences, training courses, seminars, study visits, exchange of information and experience;
  - 3) carrying out information activity.
2. While implementing its objectives, the Foundation shall collaborate in particular with the government, self-governments, schools, higher education institutions, non-governmental organisations and individuals.

**Chapter 3**  
**Property and Income of the Foundation**

§10.

1. The property of the Foundation shall be the incorporation fund composed of the capital of PLN 3,000 contributed by the Founder and other assets acquired by the Foundation in the course of its operation.
2. The Foundation income shall be:
  - 1) purpose subsidies from the State budget appropriated for the execution of the tasks entrusted to the Foundation
  - 2) means and property rights acquired by the Foundation in the course of its operation, coming from the subventions and subsidies of governmental, intergovernmental and international institutions;
  - 3) income from the investments of the Foundation's means in secure financial instruments (bonds, debentures, bank deposits, etc.).
  - 4) donations, subventions, subsidies, inheritances, bequests and other material benefits, made or granted in favour of the Foundation by domestic or foreign individuals and legal persons.
3. The property of the Foundation shall be used exclusively for its statutory objects.
4. The income of the Foundation shall be appropriated in whole for its statutory objects.

§11.

The Foundation's activities shall be reviewed on an annual basis by a certified auditor selected by the Foundation Management.

§12.

1. The Founder or the Minister competent for the Foundation may at any time inspect the Foundation's activities.
2. The governing bodies of the Foundation shall be obliged to render any and all information and documents necessary to carry out an inspection available to all inspecting personnel and other parties authorised by the Founder or the Minister competent for the Foundation.

**Chapter 4**  
**Governing Bodies of the Foundation**

§13.

The governing bodies of the Foundation shall be:

1. the Supervisory Board,
2. the Management.

§14.

1. The Supervisory Board shall be composed of 7 to 9 members. The Supervisory Board members shall be the Members of Parliament (MPs) and senators or other persons experienced in the development co-operation.
2. The Supervisory Board Members shall be appointed and dismissed by the Minister competent for the Foundation, however the MPs and senators shall be appointed by the Minister competent for the Foundation in consultation with the Speaker of the Sejm and the Speaker of the Senate, respectively.
3. A Supervisory Board Member shall hold his/her office for 4 years from the date of appointment, subject to clauses 4 and 5.
4. The Supervisory Board membership shall cease in the event of a death, resignation or the dismissal of the Member by the Minister competent for the Foundation.
5. Prior to the expiration of the term of office of a Supervisory Board Member, the Minister competent for the Foundation may dismiss him/her, only if:
  - 1) s/he has not participated in the Supervisory Board meetings in person or through a proxy on three consecutive meetings without a justification;
  - 2) s/he acts in violation of the objectives and the Statute of the Foundation.
  - 3) s/he has been convicted by a valid sentence for the crime committed due to intentional fault.

The dismissal for the reasons stated above shall require a written justification.

6. To fill in the vacancy in the Supervisory Board, the Minister competent for the Foundation may appoint a new Member. In the event when the number of the Supervisory Board Members falls below the minimum statutory number of members, the Minister competent for the Foundation shall appoint a new Member.
7. The Chairperson of the Supervisory Board shall be appointed and dismissed by the Minister competent for the Foundation. The Deputy Chairperson shall be elected by the Supervisory Board from among its Members.
8. The Supervisory Board shall work at the meetings in accordance with its internal rules of procedure adopted. The Chairperson of the Supervisory Board shall call Supervisory Board meetings on his/her own initiative, yet at minimum intervals of six months, upon the motion of the Founder, the Minister competent for the Foundation, the Management, or 1/3 of the Supervisory Board Members. All Supervisory Board Members shall be notified of an upcoming

Supervisory Board meeting at a minimum of 7 days' notice and given information regarding the time and location of the meeting as well as the meeting agenda.

9. The Supervisory Board's decisions shall assume the form of resolutions adopted by a simple majority of votes (i.e. the ratio between votes "for" and votes "against"), subject to clause 10, with a quorum of more than half the total Members of the Supervisory Board, provided all Supervisory Board Members have been duly notified of the Supervisory Board meeting. The resolutions may be adopted in writing, if no Member opposes thereto. The resolutions shall be signed by the Chairperson of the Supervisory Board or, in his/her absence, by the Deputy Chairperson. Members of the Supervisory Board shall vote in an open ballot, with the exception of ballots held on staff issues. Resolutions in matters added to the agenda at the beginning of a Supervisory Board meeting may be adopted, if nobody present opposes thereto.
10. Each Supervisory Board Member shall have one vote. In an open ballot, when the number of votes "for" equals the number of votes "against", the Chairperson or, in his/her absence, the Deputy Chairperson shall have a casting vote.
11. The Supervisory Board Members shall not be entitled to any remuneration for their service on the Supervisory Board and shall only receive refunds of the expenses related to the performance of their duties.
12. The Supervisory Board Members may nominate their proxies to represent them at Supervisory Board meetings only from among other Supervisory Board Members. The deeds of proxy shall be made in writing.  
One proxy may represent no more than three Supervisory Board Members at one meeting.
13. The Supervisory Board Members may not be the Members of the Foundation Management at the same time; they also may not be relatives, kin nor remain in the employer-employee relation.
14. Neither the Supervisory Board Members nor their immediate family members in the meaning of clause 15 may be the contractors or subcontractors of the agreements on entrusting or supporting the execution of development co-operation tasks or other agreements whose subject matter are the development co-operation tasks financed from the public funds, concluded by the Foundation, nor may they perform other gainful activities for the benefit of the entities with which the Foundation concluded the above-mentioned agreements, nor may they be the members of the governing bodies, the controlling bodies or the supervisory bodies in these entities.
15. The term "immediate family member" shall include spouses, persons living in cohabitation with, relatives and kin once removed in lineal or collateral consanguinity, or persons related through adoption, custody or guardianship.

#### §15.

The powers of the Supervisory Board shall include:

- 1) setting the directions of the Foundation's activities,
- 2) adopting annual operational blueprints and financial projections for the Foundation, presented by the Management,
- 3) adopting annual operational reports, supervising and evaluating the Management's performance;
- 4) ratifying the rules of procedure for the Management and adopting the rules of procedure for the Supervisory Board;
- 5) considering complaints against decisions of the Management;
- 6) defining working conditions and remuneration for the Management;
- 7) appointing and dismissing the Supervisory Board's permanent and temporary committees of advisory and consultative nature;

- 8) adopting resolutions on other matters, including those proposed by the Management, the Founder, the Minister competent for the Foundation, or the President of the Republic of Poland.

§16.

1. The Chairperson or the Deputy Chairperson shall represent the Supervisory Board and act on its behalf in relation to external parties.
2. The Chairperson of the Supervisory Board shall, on behalf of the Foundation, enter into employment relationship with the President.

§17.

1. The Management shall be appointed and dismissed by the Minister competent for the Foundation, however the President shall be appointed and dismissed upon consulting the Supervisory Board.
2. The Management shall be composed of one person. The Member of the Management shall be at the same time the President.
3. The term of office of the President shall be three years, with an option of subsequent renewals.
4. The President shall determine the organisational and operational structure of the Foundation.
5. The President shall act as employer in relation to all Foundation personnel, as specified in Polish labour law.
6. The President shall act under the terms of the rules of procedure ratified by the Foundation Supervisory Board.
7. Neither the President nor his/her immediate family members in the meaning of clause 15 may be the contractors or subcontractors of the agreements on entrusting or supporting the execution of development co-operation tasks or other agreements whose subject matter are the development co-operation tasks financed from the public funds, concluded by the Foundation, nor may they perform other gainful activities for the benefit of the entities with which the Foundation concluded the above-mentioned agreements, nor may they be the members of the governing bodies, the controlling bodies or the supervisory bodies in these entities.
8. The President may not engage in political activity nor perform gainful activities other than scientific and publication activity.

§18.

1. The President shall have the power to undertake all actions and take decisions on behalf and in the name of the Foundation on matters not reserved for the powers of the Foundation Supervisory Board, the Founder or the Minister competent for the Foundation.
2. The President may appoint a Foundation employee as the Executive Director of the Foundation and entrust him/her, under powers of attorney, with the performance of administrative activities and the right to contract the liabilities up to 200,000 PLN, except for the labour law matters. The Executive Director's contracting a liability exceeding 200,000 PLN shall require the consent of the President.

§19.

The powers of the President shall specifically include the following:

- 1) administering the Foundation's activities

- 2) representing the Foundation in relation to external parties, carrying out legal transactions on behalf of the Foundation and granting powers of attorney to do the same, formulation of operational blueprints for the Foundation along with indication of the sources of financing, and presenting them to the Supervisory Board for approval;
- 3) management of the property of the Foundation;
- 4) preparation of balance sheets and operational reports for the Foundation, and presenting them to the Supervisory Board;
- 5) presenting annual operational reports for the Foundation to the Minister competent for the Foundation and the Founder, and the announcement of the same in accordance with legal regulations in force;
- 6) acceptance of subsidies.

§20.

The Foundation may not:

- 1) extend loans or secure liabilities with the Foundation assets in relation to the Supervisory Board Members, the President or the Foundation employees as well as their immediate family members in the meaning of § 14 clause 15;
- 2) transfer the Foundation assets to the Supervisory Board Members, the President, the Foundation employees or their immediate family members according to the rules other than those applied to third parties, in particular when such transfer is made free of charge or under preferential conditions;
- 3) use the Foundation assets for the benefit of the Supervisory Board Members, the President, the Foundation employees or their immediate family members according to the rules other than those applied to third parties, unless such use is related directly to the performance of statutory tasks of the Foundation;
- 4) purchase goods or services under preferential conditions from the entities in which the Supervisory Board Members, the President, the Foundation employees or their immediate family members have interests.

§21.

Declarations of intent in the name of the Foundation shall be made by the President.

**Chapter 5**

**Amendments to the Statute and Liquidation of the Foundation**

§22.

1. Amendments to the Statute shall be made by at least a 2/3 majority of the total Supervisory Board Members.
2. Amendments to the Statute adopted by the Supervisory Board require ratification by the Minister competent for the Foundation and by the Founder.

§23.

The Foundation shall go into liquidation when the objective for which the Foundation has been established has been attained, or if its financial property and material assets have been exhausted.

§24.

1. The resolution on the liquidation of the Foundation shall be adopted by the Supervisory Board by at least a 2/3 majority of the total Supervisory Board Members.

2. The resolution on the liquidation of the Foundation shall require ratification by the Founder and by the Minister competent for the Foundation, and a notification of the President of the Republic of Poland.

§25.

1. The liquidation shall be performed by a liquidator appointed by the Foundation Supervisory Board in consultation with the Minister competent for the Foundation.
2. Upon the appointment of the liquidator, the Management shall be dissolved.
3. To the liquidator, the provisions hereof on the Management shall apply accordingly.
4. The liquidator shall submit to the Founder a liquidation report.