

**Consolidated text of the statutes of the foundation named**

**THE POLISH-UKRAINIAN ORIGINS FOUNDATION**

**General Provisions**

**§ 1**

1. The Polish- Ukrainian Origins Foundation, hereinafter referred to as the Foundation, has been established by Zenon Leszek Znamirovski, hereinafter referred to as the Founder, by means of a notarial deed drawn up by Olga Chmielowska, a Notary Public in Krosno, ul. Staszica 6, on December 28, 2022, at the no. A Nr 5512/2022.
2. The Foundation shall operate on the basis of the Act of April 6, 1984 on Foundations, other legal regulations, and this Statute of the Foundation.
3. The Foundation is apolitical and not affiliated to any religion.

**§ 2**

1. The Foundation has a legal personality.
2. The Foundation may be a member of organisations with a similar activity profile.

**§ 3**

The seat of the Foundation is Bałucianka.

**§ 4**

1. The area of the Foundation's activity is the territory of the Republic of Poland and Republic of Ukraine, but to the extent necessary for the proper implementation of the objectives it may also conduct activities outside the borders of the Republic of Poland and the Republic of Ukraine.
2. The Foundation may, for the purpose of cooperation with foreign countries, use the translations of its name into foreign languages, in particular in Ukrainian: **Фундація**

Польсько-Українські Джерела; in English: The Polish-Ukrainian Origins Foundation.

3. The Foundation may use a seal with the identification details of the Foundation.
4. The Foundation's symbols, logos and name are protected by law.

## **§ 5**

1. In order to fulfil its statutory objectives, the Foundation may establish branches, plants, subsidiaries, joint companies and cooperate with other foundations.
2. Joining a company, as well as the establishment of a branch, plant or subsidiary shall require the approval of the Foundation Council.

## **§ 6**

1. The Foundation is established for an indefinite time.
2. The minister competent with respect to the Foundation's goals is the Minister of Culture and National Heritage.
3. To achieve its objectives, the Foundation may support the activities of other legal and natural persons whose activities are consistent with the objectives of the Foundation.
4. The Foundation may establish special badges and medals of honour and grant them together with other awards and other forms of distinction to natural and legal persons of merit for the Foundation itself and for the achievement of its objectives.

## **Objectives, forms and principles of the Foundation**

## **§ 7**

The objectives of the Foundation are activities in the following areas:

1. Activities for the integration of the societies of Ukraine and Poland.
2. Education, especially of young people from Poland and Ukraine, about their common history.

3. Assisting in the process of health and material reconstruction for those affected by warfare.
4. Supporting the protection, treatment and promotion of physical and mental health of children, adolescents and adults.
5. Humanitarian and material aid to communities affected by war.
6. Education on the protection of human rights and freedoms.

## **§ 8**

The Foundation achieves its statutory goals in particular through the following activities:

1. Organising educational and recreational tourist events.
2. Designing and implementing therapeutic programmes.
3. Creating technological tools to support therapeutic processes.
4. Organising cash and in-kind collections for the implementation of the Foundation's statutory goals.
5. Organising and implementing humanitarian aid, also in the form of support for the implementation of projects to build physical infrastructure.

## **Business activities of the Foundation**

### **§ 9**

1. The Foundation may conduct business activities.
2. The Foundation may conduct business activities only to the extent consistent with the objectives of the Statute and to the extent necessary to achieve its objectives, in accordance with the principles set out in the applicable laws and in the Statute.
3. The Foundation may conduct business activities in the country and abroad, in accordance with the applicable laws.
4. The decision on the commencement, expansion and object of business activities shall be reserved to the competence of the Management Board of the Foundation, which shall decide in this respect by resolution.
5. Business activities do not require organisational separation in the form of an

establishment and can be carried out directly by the Foundation.

6. All income derived from business activities shall be used to achieve the statutory goals.
7. The Foundation's business activities may be carried out in the following areas:
  - a) PKD 84.12.Z - Regulation of the activities of providing health care, education, cultural services and other social services, excluding social security,
  - b) PKD 85.51.Z - Out-of-school forms of sports and leisure education,
  - c) PKD 62.01.Z - Computer programming activities,
  - d) PKD 62.09.Z - Other information technology and computer service activities,
  - e) PKD 63.12.Z - Web portals,
  - f) PKD 79.12.Z - Tour operator activities,
  - g) PKD 86.90.E - Other human health activities not elsewhere classified,
  - h) PKD 86.90.D - Other human health activities,
  - i) PKD 88.99.Z - Other social work activities without accommodation not elsewhere classified,
  - j) PKD 85.59.B - Other out-of-school forms of education, not elsewhere classified,
  - k) PKD 41.10.Z - Realization of building projects related to erection of buildings,
  - l) PKD 41.20.Z - Building works related to erection of residential and non-residential buildings,

## **Assets and income of the Foundation**

### **§ 10**

1. The Foundation's assets consist of an initial fund of PLN 2.000,00 (in words: two thousand) and other property acquired by the Foundation in the course of its activities and, within the aforementioned amount, PLN 1.000,00 (in words: one thousand) may be allocated to business activities.

2. The Foundation is liable for its obligations with all its assets.
3. The assets of the Foundation are managed by the Foundation's Management Board.
4. The Foundation's financial year is the calendar year, unless otherwise provided by resolution of the Foundation's Council.

## **§ 11**

1. The Foundation's income shall derive from, in particular:
  - a. contributions by the Founder and other benefits,
  - b. donations, legacies and bequests,
  - c. benefits of Polish and foreign legal entities and other organisational units;
  - d. grants and subsidies of legal persons,
  - e. income from collections or public events,
  - f. income from the Foundation's assets
  - g. income from property rights transferred to the Foundation,
  - h. bank interest,
  - i. income from business activities.
2. The Foundation's income may be used exclusively to perform the statutory goals of the Foundation.
3. Income from donations and inheritances may be used to achieve the goals of the Foundation, respecting the will of the testators and donors.
4. A donor, when transferring assets to the Foundation, may stipulate that the assets are to be used for a specific type of the Foundation's activities. The Management Board may not accept this condition. In such a case, the Foundation shall return to the donor the funds transferred by the donor. If the transfer of the funds is not accompanied by the specification of the purpose of their use, the Foundation may allocate them for any statutory purpose.
5. The Foundation may not undertake activities consisting of:

- a. granting loans or providing security for liabilities by the assets of the Foundation in relation to the Founder, members of the Foundation Council, members of the Management Board or the Foundation's employees, as well as to persons with whom the members of the Foundation Council, Management Board or employees are married or in cohabitation, or in a relationship of kinship or affinity in a direct line, or in a collateral line to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as "related persons";
- b. transferring the assets of the Foundation for the benefit of the Founder, members of the Foundation Council, members of the Management Board or Foundation's employees, as well as their close relatives, in a manner other than in relation to third parties, in particular if the transfer is made free of charge or on preferential conditions;
- c. the use of assets for the benefit of the Founder, members of the Foundation Council, members of the Management Board or Foundation's employees, as well as their close persons, on principles other than in relation to third parties, unless this use results directly from the statutory objective of the Foundation;
- d. the purchase of goods or services from entities in which the Founder, members of the Foundation Council, members of the Management Board or the Foundation's employees and their close persons participate, on principles other than in relation to third parties or at prices higher than market prices.

### **The Foundation's Authorities**

#### **§ 12**

1. The Foundation's authorities are:
  - a The Foundation Council,
  - b The Management Board of the Foundation
2. Only persons of good repute and full legal capacity who have not been convicted of a criminal offence may be members of the Authorities.

3. The Authorities may include citizens of countries other than Poland.
4. The Foundation Council may appoint other authorities and define their powers in accordance with the rules set out in the Statute.

## **The Foundation Council**

### **§ 13**

1. The Foundation Council is a collegiate advisory, control and opinion-making body of the Foundation, independent of the Management Board.
2. The Foundation Council shall consist of between one and ten members. The Foundation consists of a Chairperson, a Vice-Chairperson and Members.
3. The Chairperson and Vice-Chairperson of the Foundation Council shall be elected from among themselves by the members of the Council. In case of a one-person Council, the only member of the Council serves as the Chairperson.
4. The members of the first Foundation Council are appointed by the Founder.
5. Oleksii Brzhezytskyi, citizen of Ukraine, PESEL ... can appoint members of the first Foundation Council.
6. Successive members of the Foundation Council in place of persons who have ceased to perform this function or for the expansion of the composition of the Council shall be appointed by the Council by its decision.
7. The Foundation Council is entitled to include the Founder and Oleksii Brzhezytskyi, subject to Sect. 8. of this paragraph.
8. In particularly justified cases, the dismissal of a member of the Foundation Council and thus depriving him of his membership in the Council may take place as a result of a resolution passed unanimously by the remaining members of the Council. The Founder and Oleksii Brzhezytskyi, citizen of Ukraine, PESEL ..., may not be deprived of their membership in the Council in this way.
9. Membership of the Foundation Council may not be cined with serving on the

Management Board of the Foundation or with an employment relationship with the Foundation.

10. In the event that a member of the Foundation Council, with his/her consent, is appointed to the Management Board of the Foundation or a member of the Council enters into an employment relationship with the Foundation - the membership of such a person in the Council shall be suspended, respectively, for the duration of the function or employment relationships.
11. Membership in the Foundation Council shall cease as a result of:
  - a. voluntary resignation reported in writing to the Chairperson of the Council,
  - b. loss of civic rights as a result of a conviction by a final court decision for an intentional offence,
  - c. dismissal referred in Section 8 of this paragraph
  - d. death of the member.
12. The first meeting of the Foundation Council shall be convened by the Founder.
13. The Chairperson of the Council manages the work of the Council, represents it externally and before the Management Board, and convenes and presides over Council meetings.
14. Members of the Foundation Council may receive remuneration for their participation in the work of this body and be reimbursed for documented expenses related to their participation in the work of these authorities, including travel and accommodation expenses.

#### **§ 14**

1. The Chairperson of the Foundation Council may delegate some or all of his or her duties to the Vice-Chairperson. In such situations, statements made to the Vice-Chairperson shall be treated in the same way as statements made to the Chairperson.
2. If the Chairperson of the Foundation Council resigns, he or she shall submit his or



her resignation to another member of the Council, who shall be obliged to immediately inform the Council and the Founder of this fact. Membership of the Council ceases upon delivery of the resignation statement to another member of the Council or Founder.

3. If the mandate of the Chairperson of the Foundation Council expires due to death or resignation or if the Chairperson of the Council is unable to perform his/her duties due to permanent injury, the Council will elect a new Chairperson. Pending the election, the Vice-Chairperson will perform the duties of the Chairperson.
4. If the Council of the Foundation is composed of one person, the powers and duties of the Council of the Foundation set out in paragraph 3 shall be exercised by the Founder.

## **§ 15**

1. The Foundation Council shall meet at least once a year.
2. The meetings of the Foundation Council are convened by its Chairperson on his/her own initiative, or on the written application of the members of the Management Board or of the Founder.
3. The Foundation Council makes decisions in the form of resolutions - by a simple majority of votes. In the event of a tied vote, the Chairperson or, in his/her absence, the Vice-Chairperson shall have the casting vote, with the exception of resolutions concerning amendments to the Statute of the Foundation, the merger and liquidation of the Foundation, which in order to be valid require resolutions passed by an absolute majority of votes, with at least half of the members entitled to vote present, with the proviso that in the event of a tied vote, the Chairperson or, in his/her absence, the Vice-Chairperson shall have the casting vote.
4. A meeting of the Foundation Council may be convened on an extraordinary basis at the initiative of the Management Board, the Founder, or at the written request of the Chairperson or at least two of its members to consider a matter of a special nature.
5. An extraordinary meeting of the Foundation Council should be convened no later

than 14 days from the date of the request.

6. The Foundation Council meetings shall be convened by the Chairperson, sending information about the date to all its members by e-mail and via the platform <https://puorigins.org/forum> at least 3 days before the scheduled meeting.
7. The Foundation Council's meetings may be held remotely.
8. Each member of the Foundation Council shall have one vote.
9. Meetings of the Foundation Council shall be conducted by the Chairperson or a member of the Council designated by the Chairperson.
10. Persons and representatives of organisations whose activities coincide with the objectives of the Foundation may be invited to participate in meetings of the Foundation Council, and their participation in the meetings is of an advisory nature.
11. Members of the Foundation Council may act through their proxies.
12. The Foundation Council may adopt rules of procedure for its activities.

## **§ 16**

The tasks of the Foundation Council include:

1. Setting the main directions of the Foundation's activities, both permanent and for a given period.
2. Supervising and controlling the current activity of the Foundation.
3. Adopting the annual report or balance sheet and discharging the Management Board members.
4. Adopting amendments to the Statute of the Foundation.
5. Appointing and dismissing members of the Management Board.
6. Determining the remuneration of the members of the Management Board,
7. Determining the remuneration of the members of the Foundation Council.

8. Providing substantive advice on the work of the Management Board at the level of the entire Foundation Council as well as its individual members. In particular by:
  - a. substantive support for the implementation of specific projects from the planning stage to implementation,
  - b. support with fundraising,
  - c. representing the Foundation in the media, at conferences, and other public events,
9. Deciding, at the request of the Management Board, to merge with another Foundation or to liquidate the Foundation.
10. Granting consent to the Foundation to enter into a company, as well as to establish a branch, plant or subsidiary.
11. Appointing, at the request of the Management Board or the Foundation Council, the Programme Councils, which are an optional advisory and opinion-forming authority within the Foundation, in order to achieve specified statutory objectives.

## **§ 17**

The Foundation Council in order to perform its tasks, is authorised to:

1. Request from the Management Board to produce all documents relating to the activities of the Foundation,
2. Review the assets and monitor the financial situation of the Foundation.

## **The Management Board of the Foundation**

## **§ 18**

1. The Management Board of the Foundation shall be a collegiate authority and shall be composed of between 1 and 3 members appointed by the Foundation Council for a term of two years.
2. The first Management Board may be appointed by the Founder.

3. Oleksii Brzhezytskyi, citizen of Ukraine, PESEL ... may appoint Members of the first Board of Directors.
4. If, at the expiry of the term of office, a new Management Board is not appointed, the existing Management Board shall hold all functions until the new Management Board assumes them. If the composition of the Management Board changes during the term of office, the term of office of the newly appointed members shall end with the expiry of the term of office of the entire Management Board.
5. A member of the Management Board may serve more than one term of office.
6. Members of the Management Board may receive remuneration for their function.
7. Membership of the Management Board before the expiry of the two-year term of office shall cease as a result of:
  - a. submission of a written resignation to the Foundation Council,
  - b. loss of civic rights as a result of conviction by a final court decision for a crime committed intentionally,
  - c. death of the member,
8. The Management Board as a whole or its individual members may be dismissed by the Foundation Council prior to the expiry of their term of office by a resolution passed unanimously by all members of the Council.

## **§ 19**

1. The Management Board manages the activities of the Foundation and represents it externally.
2. The tasks of the Management Board include in particular:
  - a. achieving the statutory goals,
  - b. managing the current activity of the Foundation,
  - c. administering the Foundation's assets, including acceptance of donations, bequests and legacies, subsidies and grants,

- d. preparing work plans and project budgets,
  - e. determining the size of employment and the amount of funds for remuneration of employees, persons cooperating with the Foundation on the basis of other agreements, and reimbursement of expenses incurred by volunteers,
  - f. making decisions on all matters not delegated to other authorities,
  - g. proposing to the Foundation Council and giving consent to amend the Statute of the Foundation, to merge with another Foundation and to liquidate the Foundation.
  - h. managing the business activities of the Foundation and being responsible for the results of the business activities, if any,
3. The Management Board shall make decisions at its meetings in the form of resolutions - by a simple majority of its members present at the meeting of the Management Board. In the event of an equal distribution of votes, the vote of the Chairperson of the Management Board shall be decisive
  4. The Management Board shall meet as and when required, but at least quarterly.
  5. Meetings of the Management Board shall be convened by the Chairperson, sending information about the date to all members of the Management Board by e-mail and via the platform <https://puorigins.org/forum> at least 3 days before the scheduled meeting.
  6. Meetings of the Management Board may be held remotely.
  7. The Management Board may appoint and employ proxies to manage a separate sphere of matters belonging to the tasks of the Foundation.
  8. The Management Board is obliged to submit to the Foundation Council an annual report on the Foundation's activities by 30 June each year.

## **Manner of Representation and Incurring of Property Obligations**

### **§ 20**

1. Declarations of will on behalf of the Foundation, subject to paragraph. 2, may be made individually by each Member of the Management Board. In matters related to contracting liabilities of more than PLN 10.000,00 (ten thousand) - declarations of intent on behalf of the Foundation shall be made by all Members of the Board jointly.
2. In matters concerning the employment of employees and in matters not related to contracting liabilities of more than PLN 10.000,00 (ten thousand) - declarations of will on behalf of the Foundation may be made by the President of the Foundation acting alone.

## **Amendment of the Statute**

### **§ 21**

Amendments to the Foundation's Statute are made by the Foundation Council by an absolute majority of votes with the consent of the Founder. Amendments to the Articles of Association may concern the objectives for the realisation of which the Foundation was established and specified in the founding act.

## **Merger with another foundation**

### **§ 22**

The Foundation may merge with another foundation or enter into a partnership with another organisation for the effective pursuit of its goals.

### **§ 23**

In matters of merger with another Foundation, the Management Board is competent, and its decision is made by unanimous resolution and requires the approval of the

Foundation Council and Founder in order to be effective.

### **Liquidation of the foundation**

#### **§ 24**

1. The Foundation shall be liquidated when the goals for which it was established have been achieved or when its financial resources and assets have been exhausted.
2. The decision to liquidate shall be made by the Management Board in the form of a unanimous resolution, which requires the approval of the Founder and the Council of the Foundation by an absolute majority of votes in order to have legal effect.
3. If the Management Board, in the resolution referred to in paragraph (2), fails to appoint liquidators, the members of the Management Board become liquidators of the Foundation. The provisions of the Articles of Association concerning the Management Board of the Foundation shall apply accordingly to the liquidators.

#### **§ 25**

The funds and assets remaining after the liquidation of the Foundation may be allocated by resolution of the Foundation Council to other foundations with similar objectives.

### **CHAPTER IX**

#### **Final provisions**

#### **§ 26**

In parts not regulated by these Statutes, the provisions of generally applicable law shall apply.

## § 27

These Articles of Association shall enter into force on the date of their registration by the District Court in Rzeszów.

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**First name and surname**

Founder

**of THE POLISH-UKRAINIAN ORIGINS FOUNDATION**