

STATUTES OF FOUNDATION - 2007**Chapter I
General Provisions****§ 1.**

The Foundation, under the name of: **Fundacja CENTRUM EDUKACJI OBYWATELSKIEJ** [Educational Leadership Centre Foundation], hereinafter referred to as the Foundation, established by the will of:

1. Malgorzata Hanna Plócińska,
2. Adam Radecki,
3. Elżbieta Anna Szyller,

hereinafter referred to as the Founders, under notarial deed of 14 August 2001, Register No.: A-6111/2001, shall operate pursuant to the Foundations Act of 6 April 1984 (*Dziennik Ustaw* No. 46/1991, item 203) and these Statutes.

§ 2.

The Foundation has legal personality.

§ 3.

The Foundation may use its abbreviated name: Fundacja C.E.L.

§ 4.

The Foundation has been established for an indefinite period of time.

§ 5.

1. The seat of the Foundation shall be Warsaw.
2. The Foundation shall operate within the territory of the Republic of Poland.
3. For a proper realisation of its goals, the Foundation may operate outside the territory of the Republic of Poland.

§ 6.

The Foundation may set up branch offices and subsidiary offices.

§ 7.

The Foundation may award prizes and distinctions to persons who have significantly contributed to the realisation of the goals of the Foundation or to the interests of the Foundation.

§ 8.

The competent minister in respect of the goals of the Foundation shall be the Minister of National Education and Sport.

**Chapter II
Goals and Rules of Operation****§ 9.**

The goal of the Foundation is to:

Equalise development opportunities for different social groups, prevent social exclusion and extend support to persons threatened with marginalisation to help them undertake activity for their comprehensive development and to improve efficiency of their activities and quality of life in the individual, family, social, professional and economic dimensions.

§ 10.

The Foundation shall pursue its goals through the following activities:

1. Preparing, piloting, implementing, disseminating, monitoring and evaluating of innovative programmes, model solutions, educational materials and innovative strategies related to educational, psychological, social and pedagogical support.
2. Preventive, educational and therapeutic measures to support personal development and enhance the role of the family, offered at the individual, institutional and social levels, and addressed to people with disabilities, people from dysfunctional families threatened with alcoholism, drug addiction, homelessness, unemployment, prostitution, violence and mental illnesses.
3. Conducting research, training and workshop activity aimed to improve the effectiveness and enhance the quality of educational, preventive, therapeutic and organisational activities.
4. Popularising access to educational, preventive and developmental activities for children, youth and adults from dysfunctional social groups (promotion campaigns, events, job fairs, picnics).
5. Developing cooperation between different organisations and professionals at the national and transnational level in order to find solutions to educational and social problems (conferences, seminars, thematic events).
6. Initiating and promoting political, social, cultural and economic activities of women, people with disabilities, residents of rural areas and small towns and members of dysfunctional families.
7. Promoting employment and vocational activation of the unemployed and those threatened with unemployment.
8. Raising awareness of men and women based on the principle of gender equality.
9. Activity supporting the development of local communities.
10. Popularising and championing the ideas of freedom, human rights and civil liberties, as well as supporting activities promoting the development of democracy.
11. Promoting European integration and developing mutual cooperation and contacts between societies.
12. Promoting and organising volunteering activity.
13. Membership in organisations bringing together Polish and foreign foundations whose statutory goals are identical or similar to those of the Foundation.

§ 11.

1. To further its goals, the Foundation may support natural and legal persons whose goals are similar to those of the Foundation.
2. The Foundation may initiate the founding, or co-founding, of new organisations whose goals are similar to those of the Foundation.
3. The Management Board of the Foundation shall adopt a decision on the creation of new organisations by the Foundation, in the form of a unanimous resolution approved by the Founders.

§ 12.

1. Statutory activities may be conducted for a fee, as stipulated in (2) below.
2. The forms of paid activities shall be following:
 - a) Organisation of:
 - Conventions,
 - Conferences,
 - Seminars,
 - Public events (such as auctions, concerts, thematic exchanges),
 - Picnics,
 to promote the values and attitudes included in the Foundation's goals;
 - b) Consultations, training programmes, workshops and preventive activities.

§ 13.

The Foundation shall not pursue economic activity.

**Chapter III
Assets and Incomes of the Foundation****§ 14.**

1. The registered capital of the Foundation is PLN 3,000 (in words: three thousand Polish zloty), as declared by the Founders in their declaration of will establishing the Foundation, and paid by the Founders in equal parts.

§ 15.

1. The Foundation shall derive funds from:

- a) Donations, bequests, legacies, subsidies;
- b) Grants from the budget and non-budget sources, from the government and local governments, from Polish and international sources;
- c) Funds provided by business entities;
- d) Subsidies from legal persons;
- e) Incomes from immovable and movable property;
- f) Incomes from public events and collections;
- g) Incomes from interest on funds in bank accounts, from interest on capital investments;
- h) Paid statutory activity referred to in § 12.

2. The Foundation may use funds forwarded to it for keeping.

§ 16.

1. The assets referred to in § 15 may be used to pursue all the goals for which Foundation has been established.

2. The Management Board shall determine how the Foundation's assets may be used.

§ 17.

1. Incomes coming from subsidies, donations, inheritances, legacies may be used for the attainment of all statutory goals of the Foundation, provided the donor does not decide otherwise.

§ 18.

1. Incomes coming from collections and public events may only be used in keeping with the purposes for which they have been organised.

§ 19.

1. Incomes from paid statutory activity may only be used for the costs of the implementation of tasks which have received co-financing and cannot be higher than the direct costs stipulated in the calculations.

§ 20.

1. In case the Foundation is named as an heir in an inheritance, the Management Board shall make a statement on the acceptance of inheritance limited to the value of assets only when it is clear, at the moment of making the statement, that the total estate substantially exceeds the debts.

§ 21.

The Foundation shall be liable for its obligations and liabilities with all of its assets.

Chapter IV
The Authorities and Governing Bodies of the Foundation

§ 22.

1. The Management Board shall be the managing body of the Foundation.
2. The Council of the Foundation shall be the supervising and control body of the Foundation.

§ 23.

1. The Management Board shall be composed of two to five members appointed and dismissed by the Founders.
2. The President and the Deputy President of the Foundation shall be elected from among the Management Board.
3. Members of the Management Board shall be elected for terms of office, the length of which shall be defined by the Founders.
4. A Founder may be a member of the Management Board.
5. The function of a member of the Management Board may be held for more than one term of office, at the request of the Management Board and with the consent of the Founders.
6. The Management Board shall manage the Foundation's activities, shall be responsible for its financial results and shall represent the Foundation before other entities.
7. The Management Board shall adopt annual and multi-annual strategies and plans of operations for the Foundation, as well as its bye-laws.
8. The Management Board shall determine the number of staff, rules of remuneration, and volume of funds earmarked for the salaries of the Foundation's staff.
9. Members of the Management Board may have an employment relationship.
10. The Management Board may appoint the Foundation's director and entrust him or her with management functions, as determined in the resolutions of the Management Board, Council of the Foundation and the Founders, and with supervision over specific matters which are among the tasks of the Foundation.
11. The Management Board (with the consent of the Council of the Foundation) may appoint, for a specified period, agents or representatives for managing specific matters which are among the tasks of the Foundation.

§ 24.

1. A Member of the Management Board may be dismissed before the expiry of his or her term of office in case of:
 - a. Tending a resignation;
 - b. Undertaking employment the nature of which precludes proper fulfilment of his or her duties;
 - c. Illness or disability precluding the fulfilment of his or her duties on a permanent basis;
 - d. Failure to perform the function of a Member of the Management Board for more than six months;
 - e. Substantial breach of these Statutes and rules of cooperation.
2. An Proxy of the Management Board may be dismissed before the expiry of the period stated in the power of attorney in case of:
 - a. Tending a resignation;
 - b. Undertaking employment the nature of which precludes proper fulfilment of his or her duties;
 - c. Illness or disability precluding the fulfilment of his or her duties on a permanent basis;
 - d. Failure to perform the function of a Proxy of the Management Board for more than six months;
 - e. Substantial breach of these Statutes and rules of cooperation.

f. At the request of the Management Board, with the consent of the Council of the Foundation.

§ 25.

1. Meetings of the Management Board shall be convened at least four times a year. Minutes shall be taken from the meetings and kept on file for further reference.
2. The Management Board shall adopt resolutions after reaching a consensus. If reaching a consensus proves impossible, decisions shall be made jointly with the Council of the Foundation, by an ordinary majority of votes.
3. Each of the members of the Management Board may convene a meeting of the Management Board at the request of any of the Founders, not later than within 14 days of receiving such a request.
4. The request referred to in (3) above shall be made in writing and offer the underlying reasons.
5. The members of the Management Board not convening the meeting shall be notified about the meeting of the Management Board at least 14 days in advance, and shall be provided with the meeting's agenda.
6. Declarations of will in the name of the Management Board may be made by any of the members of the Management Board independently.

§ 26.

1. The Council of the Foundation shall be convened at least twice a year and shall work according to its bye-laws.
2. Minutes shall be taken from the meetings of the Council of the Foundation and kept on file for further reference.
3. The Council of the Foundation shall be composed of three to five members.
4. The Chairman of the Council of the Foundation shall be elected from among the member of the Council of the Foundation.
5. Members of the Council of the Foundation shall be elected for three years.
6. A person who has been punished by a valid sentence for an intentional guilt cannot be a member of the Council of the Foundation.
7. A member of the Management Board of the Foundation or a person who is related to him or her by affinity or consanguinity or subordination in service cannot be a member of the Council of the Foundation.
8. Members of the Council of the Foundation, may receive, on account of the functions they perform, a refund of justified expenses or remuneration not higher than that stipulated in the Remuneration of Persons Managing Certain Legal Entities Act of 3 March 2000 (*Dziennik Ustaw* No. 26/2001 item 306; No. 85/2002 item 924; No. 154/2002 item 1799; No. 113/2003 item 984, No. 45/2003 item 391 and No. 60/2003 item 535).
9. The Council of the Foundation shall supervise and control the work of the Management Board of the Foundation.
10. The Council of the Foundation shall approve annual financial and technical reports on the activities of the Foundation, by the deadlines stipulated by applicable regulations.
11. The Council of the Foundation shall approve annual and multi-annual financial and technical plans and programmes as well as reports on their implementation.
12. The resolutions of the Council of the Foundation shall be adopted with at least a half of the members of the Council present.
13. In order to perform its control tasks, the Council of the Foundation shall be entitled to:
 - Request the Management Board to submit all documents relating to the Foundation's activities;
 - Request the members of the Management Board to submit oral or written explanations.

§ 27.

When first formed, the composition of the Council of the Foundation shall be determined by the Founders. Any further appointments or dismissals of the members of the Council of the Foundation shall be approved by the Council of the Foundation.

A member of the Council of the Foundation may be dismissed before the expiry of their term of office in case of:

1. Tending a resignation;
2. Undertaking employment the nature of which precludes proper fulfilment of his or her duties;
3. Illness or disability precluding the fulfilment of his or her duties on a permanent basis;
4. Failure to perform the function of a member of the Council of the Foundation for more than six months;
5. In other specific cases a member may be dismissed through a vote of the remaining members of the Council of the Foundation or through a decision of the Founders.

§ 28.

1. The meetings of the Founders shall be convened at least once a year by the Management Board of the Foundation.
2. Minutes shall be taken from the meetings and kept on file for further reference.
3. The tasks of the Founders shall include:
 - a) Appointing and dismissing members of the Management Board, appointing the first Council of the Foundation, and taking decisions on the dismissal of a member of the Council of the Foundation in specific situations;
 - b) Adopting resolutions on amendments to the Statutes of the Foundation, tasks of the Management Board, tasks of the Council of the Foundation, tasks of the Founders, and on the liquidation of the Foundation;
 - c) Consulting other decisions with the Founders which, under these Statutes, require their consent.
4. The powers of the Founders shall assumed by heirs named by them, upon obtaining the heir's consent.
5. The Founders may designate proxies to represent them at the meetings of the Founders for a specified or unspecified period, with the unanimous consent of all the remaining Founders.

**Chapter V.
Final Provisions.**

§ 29.

Under these Statutes, it is forbidden to:

- a) Grant loans or secure the Foundation's liabilities vis-à-vis the members of its governing bodies or to its employees and persons related with the latter by marriage, lineal consanguinity or lineal affinity, or by collateral consanguinity or lineal affinity up to the second degree, or those related by adoption, guardianship or custody, hereinafter referred to as 'persons of kin';
- b) Transfer the property of the Foundation to the members of its governing bodies or to its employees and their persons of kin on other terms than in relations with third parties, particularly when such transfer is to be effected free of charge or on preferred terms;
- c) Use the property of the Foundation to the advantage of the members of its governing bodies or of its employees and their persons of kin on other terms than in relations with third parties, unless such planned use is directly associated with the statutory goal of the Foundation;

- d) Buy goods or services on special terms from entities involving the members of its governing bodies or its employees and their persons of kin.

§ 30.

Any decisions concerning amendments in the Statutes of the Foundation shall be taken by the Management Board of the Foundation by a unanimous resolution. Any changes in the statutory provisions shall require the Founders' consent.

§ 31.

1. 1. In order to realise its goals in an efficient way, the Foundation may merge with another foundation.
2. 2. Such merger shall not take place if it could lead to an essential change in the goals of the Foundation.
3. A decision on such merger shall be made by the Management Board of the Foundation by a unanimous resolution, which shall require the consent of the Founders.

§ 32.

Members of the governing bodies of the Foundation shall not be liable for the financial obligations of the Foundation with their personal assets.

§ 33.

1. 1. The liquidation of the Foundation shall be decided by the Founders by a unanimous resolution, which shall be adopted at the request of the Council of the Foundation.
2. 2. Any assets remaining after the liquidation of the Foundation shall be transferred to institutions whose activities are similar to the goals of the Foundation. The Management Board shall determine their detailed allocation in agreement with the Founders.

§ 34.

The Statutes in their current version shall enter into force on the day they are approved by the Register Court.