

STATUTE OF THE FOUNDATION
“BRONISŁAW KOMOROWSKI INSTITUTE”
(hereinafter: the Statute)

PREAMBLE
MISSION OF THE FOUNDATION

The mission of the Foundation is to champion the freedom of citizens and of the economy, the improvement of multidimensional security, strengthening of collaboration and dialogue, and sustainable socioeconomic growth in Poland and in Europe, as well as to support Poland's active participation in the forming a new economic and political order in the global dimension.

CHAPTER I
NAME AND SEAT OF THE FOUNDATION

§ 1

1. The Foundation called: “**BRONISŁAW KOMOROWSKI INSTITUTE FOUNDATION** (*referred to as the “Foundation” in this Statute*) was established by Bronisław Komorowski (*hereinafter referred to as the “Founder”*) by virtue of a notarial deed drawn up on 6 August 2015 by the notary in Warsaw Paweł Cupriak, keeping his Notarial Office in Warsaw (00-131) at ul. Grzybowska 2 lok. 26b, Rep. A no. 7161/2015
2. The Foundation operates on the basis of the regulations of the Act on Foundations of 6 April 1984 (*Journal of Laws No. 120, item 1268, of 6 April 2001 as amended*) and the provisions of this Statute.

§ 2

1. The Foundation has legal personality.
2. The Foundation may conduct business activity in the scope and on the rules defined in this Statute.

§ 3

1. The seat of the Foundation is the capital city of Warsaw.
2. The Foundation operates on the territory of the Republic of Poland, while in the scope necessary for the appropriate pursuit of its statutory goals the Foundation may conduct activity also outside the territory of the Republic of Poland.
3. For the appropriate pursuit of its statutory goals the Foundation may open branches, plants, bureaus, representative offices and other outposts, as well as take up shares in

national and foreign companies and participate in all admissible organisational and legal relations.

4. The duration of the Foundation is unlimited.

§ 4

The minister competent on matters concerning the Foundation is the Minister of Foreign Affairs.

CHAPTER II

GOALS, RULES, FORMS AND SCOPE OF THE ACTIVITY OF THE FOUNDATION

§ 5

1. To accomplish its statutory goals the Foundation may cooperate with other entities, institutions, organisations and individuals.
2. The cooperation referred to in section 1 may have in particular the nature of organisational or in-kind support, partial or total financing or refinancing of projects or actions aimed at the accomplishment of the statutory goals of the Foundation.

§ 6

1. The Foundation may use a distinguishing graphical sign and a relevant stamp with the name of the Foundation.
2. For the purposes of foreign cooperation the Foundation may use translations of its name into selected foreign languages.

§ 7

1. The goals of the Foundation are to:
 - 1) support actions to increase political, military, economic, energy, and social security in Poland and in Europe;
 - 2) support actions to consolidate economic competition, entrepreneurship and innovation on the territory of Poland and the European Union;
 - 3) support Poland's active participation in the European Union and NATO as well as promote international cooperation, including European integration, transatlantic and Euro-Asian cooperation, cooperation with Poland's neighbours, in particular with Germany and Ukraine, as well as support pro-Western aspirations of the Eastern Partnership countries;
 - 4) promote Poland and build relations and cooperation between the Republic of Poland and Poles abroad;
 - 5) support the development of civil society and territorial self-government;
 - 6) deepen the knowledge of the recent history of Poland;
 - 7) support family policy, culture and arts, science and humanities, tertiary education and education system;
 - 8) support actions to improve the quality of legislation in Poland.

2. The Foundation pursues its goals defined in section 1 above by:

- 1) organising, co-organising, supporting, providing patronage, financing and co-financing of national, foreign and international:
 - a) educational programmes,
 - b) symposia,
 - c) scholarly conferences,
 - d) contests, grants and awards,
 - e) exhibitions and concerts,
 - f) events which have the nature of:
 - 1) scholarly and research pursuits,
 - 2) charities,
 - 3) socially-oriented projects,
 - g) information and social campaigns related to the goals of the Foundation, as well as events which aim at strengthening and developing the Republic of Poland in the areas covered with the goals of the Foundation;
- 2) cooperating with individuals, central and local government administration, national and international non-governmental organisations and institutions, as well as business partners within the scope of their activity corresponding to the goals of the Foundation;
- 3) supporting institutions and organisations within the statutory goals of the Foundation;
- 4) initiating and organising public debate forums in the area within the goals of the Foundation;
- 5) organising and supporting programmes designed to activate Polish entrepreneurship, as well as undertaking initiatives aimed to develop the entrepreneurship of young Poles through organisational, informational and financial assistance and promoting them abroad;
- 6) stimulating scholars and the general public to engage in activities within the goals of the Foundation;
- 7) establishing and granting of badges, titles, medals and awards, grants and distinctions to natural and legal persons who through their activities support the goals of the Foundation and the Foundation itself.

3. To accomplish its statutory goals the Foundation may support the activity of other legal and natural persons whose activity is identical with or similar to its statutory goals.

CHAPTER III **ASSETS OF THE FOUNDATION**

§ 9

1. The assets of the Foundation comprise the Initial Fund, which consists of cash in the amount of PLN 20,000 (twenty thousand zlotys) contributed by the Founder by virtue of the statement on the establishing of the Foundation, and other assets acquired by the Foundation in the course of its operations, in particular:

- 1) donations, subsidies and assets acquired by way of inheritance;
 - 2) income from the assets of the Foundation;
 - 3) income from the business activity conducted by the Foundation;
 - 4) income from the Foundation's shares in other business ventures;
 - 5) income from national and foreign funds obtained by the Foundation, including European funds and money proceeding from public collections.
2. The amount of PLN 5,000 (five thousand zlotys) of the Initial Fund contributed by the Founder is designated to business activity, in accordance with the Founder's will expressed in the statement on the establishing of the Foundation.
3. The assets of the Foundation may be used to pursue a statutory goal selected by the Foundation unless the donors or testators decided otherwise.
4. The Foundation may create funds, including special purpose ones, in conformity with the will of the donor or testator, including in particular funds carrying their name or surname.
5. Relevant statements on donations and inheritance as required by legal regulations are made by the Management Board of the Foundation.

CHAPTER IV **BUSINESS ACTIVITY OF THE FOUNDATION**

§ 10

1. The Foundation conducts business activity to the extent serving to pursue its statutory goals in the following scope as defined in the Polish Classification of Business Activity (PKD):
 - 1) **PKD 58.11.Z – Publication of books;**
 - 2) **PKD 58.14.Z – Publication of magazines and other periodicals;**
 - 3) **PKD 58.19.Z – Other publication activity.**
 - 4) **PKD 72.20.Z - Research and development in the area of social sciences and humanities;**
 - 5) **PKD 82.99.Z – Other activity supporting the conducting of business activity, not classified elsewhere;**
 - 6) **PKD 85.59.B – Other non-school forms of education, not classified elsewhere.**
2. The business activity may be conducted exclusively to the extent serving to pursue the statutory goals of the Foundation. Income from the business activity is used to pursue the statutory goals of the Foundation.
3. If any of the above types of activity requires consent, licence, acknowledgement or another form of decision by the competent body of public administration, the Foundation will engage in such activity after obtaining the relevant decision.

CHAPTER V

GOVERNING BODIES OF THE FOUNDATION

§ 11

The governing bodies of the Foundation are:

- 1) the Management Board of the Foundation, hereinafter referred to as the "*Management Board*";
- 2) the Council of the Foundation, hereinafter referred to as the "Council";
- 3) the Founder.

§ 12

1. The Management Board consists of one to five persons, including the President of the Management Board, appointed and recalled by the Founder.
2. The Founder may hold the function of the Management Board member.
3. The term of office of the Management Board member is 2 years. Membership in the Management Board of the Foundation ceases on the elapse of the term of office, recalling, resignation or death of the Management Board member.
4. The function of the Management Board member may be held for more than one term of office.
5. The Management Board of the Foundation as a whole or its individual members may be recalled by the Founder before the elapse of the term of office, in particular in the event of:
 - 1) assuming work which prevents due performance of the functions of the Management Board member,
 - 2) disease or loss of forces causing permanent inability to perform the function of the Management Board member,
 - 3) inappropriate performance of the function of the Management Board member.
6. The Management Board directs the activity of the Foundation and represents it externally, subject to §14.1.13 of the Statute.
7. The work of the Management Board is directed by the President of the Management Board, who convenes and chairs Management Board meetings and appoints plenipotentiaries to perform determined acts.
8. Management Board meetings are held as needed, however, not less frequently than once in a quarter.
9. The responsibilities of the Management Board include in particular those to:
 - 1) approve annual action plans of the Foundation and its financial plans,
 - 2) manage the assets of the Foundation,
 - 3) grant, after obtaining a positive opinion of the Council in this regard, badges, titles, medals and awards, grants and distinctions to natural and legal persons

who through their activities support the goals of the Foundation and the Foundation itself.

- 4) decide on all matters not reserved for the competence of other governing bodies of the Foundation;
 - 5) make representations of will on behalf of the Foundation.
10. Management Board resolutions are adopted by an absolute majority of votes if at least half of the Management Board members are present at the meeting; in the event of an equal number of votes for and against, the President of the Management Board has the additional casting vote.
11. Representations of will on behalf of the Foundation are made: in the case of a single-person Management Board by the President of the Management Board acting single-handedly, and in the case of the Management Board consisting of more than one person by two members of the Management Board acting jointly.
12. Management Board members may receive remuneration for the performance of their functions. The rules of remuneration of the Management Board members are defined by the Council by way of its resolution.

§ 13

1. The Council of the Foundation is the decision-making, controlling and opinion-issuing body of the Foundation.
2. The Council of the Foundation consists of between three and seven members, including the Chairperson of the Council, appointed and recalled by the Founder.
3. The Founder may hold the function of the Council member.
4. Membership in the Council may not be combined with a function held in the Management Board of the Foundation.
5. The term of office of the Council member is 3 years. The mandate of the Council members ceases on the elapse of the term of office, recalling, resignation or death of the Council member.
6. The function of the Council member may be held for more than one term of office.
7. The Council of the Foundation as a whole or its individual members may be recalled by the Founder before the elapse of the term of office, in particular in the event of:
 - 1) assuming by the Council member of work which prevents due performance of the functions of the Council member,
 - 2) disease or loss of forces causing permanent inability to perform the function of the Council member,
 - 3) inappropriate performance of the function of the Council member.
8. In the event of appointment of the Council member to the Management Board or entering by the Council member into employment relationship with the Foundation,

the membership of such a person in the Council is suspended for the time of holding the function or the duration of the employment respectively.

9. The Chairperson of the Council directs the Council work, represents the Council externally, as well as convenes and chairs meetings of the Council.
10. Council resolutions are adopted by an absolute majority of votes if at least half of the Council members are present at the meeting; in the event of an equal number of votes for and against, the Chairperson of the Council has the additional casting vote.
11. The Council members may participate in the Council meetings via electronic means of communication, including in particular:
 - 1) real-time transmission of the Council deliberations,
 - 2) two-way real-time communication, where the Council members may take the floor during the Council meeting, while being at a location different from the venue where the Council meeting is held;
 - 3) exercising in person the right to vote before or during the Council meeting.
12. The President of the Management Board or another Management Board member authorised to do so by the President of the Management Board participates in the Council meetings in order to provide explanations and answer the Council's questions.
13. Other invited persons may participate in the Council meetings in advisory capacity.
14. The Council may adopt resolutions in writing or via means of direct communication at a distance referred to in section 11 above. Such a resolution is valid if all Council members have been notified of the contents of the draft resolution and consented to the resolution being adopted in this manner.

§ 14

1. It is within the exclusive competence of the Programme Council of the Foundation to:
 - 1) control the activity of the Management Board of the Foundation and of its organisational units,
 - 2) approve the internal organisational structure of the Foundation established by the Management Board,
 - 3) express opinions on matters submitted by the Management Board,
 - 4) approve reports on the activity of the Management Board,
 - 5) approve periodic and annual financial statements of the Foundation,
 - 6) examine all documents of the Foundation, demand reports and explanations from the Management Board and employees,
 - 7) revise the condition of the Foundation's assets,
 - 8) submit to the Founder annual written reports on the actions referred to above and on the activity of the Council,

- 9) approve annual and long-term programmes of the Foundation activity developed by the Management Board,
 - 10) approve by-laws of the Management Board,
 - 11) define rules and amounts of remuneration for the members of the Management Board of the Foundation,
 - 12) represent the Foundation in agreements between the Foundation and members of the Management Board and in any dispute with the Management Board members,
 - 13) suspend members of the Management Board of the Foundation in the performance of their duties for important reasons,
 - 14) delegate its member or members as interim acting member(s) of the Management Board of the Foundation performing the duties of the member who was suspended or was for other reasons unable to perform his or her duties,
 - 15) appoint a chartered auditor to audit the annual balance sheet of the Foundation if the obligation to submit the financial statement to such an audit results from universally valid legal regulations,
 - 16) issue opinions on motions submitted by the Management Board to grant badges, titles, medals and awards, grants and distinctions to natural and legal persons who through their activities support the goals of the Foundation and the Foundation itself
2. The Council, on request of the Management Board, permits and consents to:
 - 1) acquire and dispose of real estate, use in perpetual usufruct or hold a share in real estate, and lease real estate;
 - 2) acquire or take up shares in companies and establish subsidiaries;
 - 3) encumber real estate or other property rights of the Foundation;
 - 4) take out loans and credits with a value exceeding an equivalent of PLN 20,000 (twenty thousand zlotys) in a single transaction or a series of related transactions;
 - 5) provide property guarantees or pledge on the assets of the Foundation;
 - 6) acquire and dispose of fixed assets with an initial gross value exceeding an equivalent of PLN 20,000 (twenty thousand zlotys) in a single transaction or a series of related transactions;
 - 7) conclude contracts and agreements with a value exceeding an equivalent of PLN 20,000 (twenty thousand zlotys).

§ 15

1. It is within the exclusive competence of the Founder to:
 - 1) amend the statute of the Foundation after the Management Board has expressed its opinion on the proposed amendments,
 - 2) approve by-laws of the Council,
 - 3) define rules and amounts of remuneration for the Council members,

- 4) determine main directions in the pursuit of the statutory goals of the Foundation and control their implementation;
 - 5) indicate priority areas to strengthen and develop in the Republic of Poland through the pursuit of the statutory goals of the Foundation.
2. In the event of the Founder's death his heirs are entitled to the Founder's rights, which they exercise through their common representative.
3. If the Founder is temporarily unable to perform his function, he notifies thereof the Chairperson of the Council, who temporarily assumes the responsibilities of the Founder. If the Founder fails to notify the Chairperson of the Council of the inability to perform his function, the existence of an obstacle to the performance of the function by the Founder is stated by mutual agreement by the Council of the Foundation and the Management Board of the Foundation on request of the Chairperson of the Council. If the Founder's temporary inability to perform his function is recognised, the Council of the Foundation and the Management Board of the Foundation entrust to a selected person the temporary performance of the Founder's responsibilities.

§16

1. The Founder may decide to establish a Programme Council of the Foundation.
2. The Programme Council constitutes an advisory body of the Foundation, therefore, it is not a governing body of the Foundation.
3. The task of the Programme Council is to provide advice and consultation to the governing bodies of the Foundation regarding goals, tasks and functions of the Foundation, as well as contribute to the dissemination of the Foundation ideas.
4. The Programme Council consists of persons distinguished for the Republic of Poland, representatives of the scholarly community and culture, as well as other eminent personalities.
5. The granting of the title of a member of the Programme Council of the Foundation is within exclusive competence of the Founder and constitutes a symbolic act of admission to this body, confirming that a given individual identifies with the goals of the Foundation. A natural person who consents to be admitted to the Programme Council by submitting a written statement to that effect may become a member of the Programme Council of the Foundation.
6. The number of the Programme Council members is unlimited.

CHAPTER VI

FINAL PROVISIONS

§ 17

1. The Foundation may merge with another foundation.

2. A merger with another foundation may not take place if the goals of the Foundation might change materially as a result of the merger.
3. A merger of the Foundation with another foundation takes place in conformity with the applicable regulations on establishing and liquidation of foundations.
4. A decision to merge with another foundation is made by the Management Board upon consent of the Founder.

§ 18

1. The Foundation is liquidated:
 - 1) on the accomplishment of the goal for which the Foundation was established,
 - 2) on exhausting of the Foundation financial means and assets.
2. A decision to liquidate the Foundation is made by the Founder after seeking the opinion of the Management Board.
3. The liquidators of the Foundation are members of the Management Board unless the Council or the Founder decides otherwise.
4. The provisions of the Statute concerning the Foundation Management Board members accordingly apply to the liquidators.
5. The assets remaining after the Foundation has been liquidated may be used, by virtue of the Founder's decision, for the benefit of foundations with similar goals operating in the Republic of Poland.

§ 19

1. The Foundation submits annual reports on its activity to the competent minister.
2. The report referred to in section 1 above is made public by the Foundation.

§ 20

1. The Foundation obtains legal personality upon its registration in the National Court Register.
2. The Founder or Chairman of the Council, or the Management Board are authorised to apply for registration of the Foundation in the register of associations and business register.

Warsaw, 6 August 2015

BRONISŁAW MARIA KOMOROWSKI