

**STATUTE
OF THE FOUNDATION under the name
"Fundacja Ocalenie"**

hereinafter referred to as "Statute" (consolidated text of 27 December 2016)

**Chapter I
GENERAL PROVISIONS**

§ 1.

The Foundation under the name of "**Fundacja Ocalenie**", hereinafter referred to as "**Foundation**", established under the notarial deed drawn by the notary Waldemar Gładkowski with his Notarial Office in Warsaw at ul. Krakowskie Przedmieście 62, on 30.05.2000, Repertorium [Notary's Register] A No. 3938/2000, operates on the grounds of the Act on Foundations of 6 April 1984 (Journal of Laws 1991, No. 46, item 203) and Act on Public Benefit Activities and Volunteering of 24 April 2003 (Journal of Laws 2010, No. 234, item 1536 as amended), hereinafter referred to as APBA, and the provisions of this Statute.

§ 2.

1. The Foundation shall have legal personality.
2. The supervision over the Foundation shall be exercised by the minister competent for social security matters and by the Mayor of the Capital City of Warsaw.
3. The seat of the Foundation shall be the Capital City of Warsaw. The Foundation can operate in the territory of the Republic of Poland and abroad.
4. The Foundation has been established for an indefinite period.

§3

1. The Foundation is not engaged in business activities.
2. The Foundation can form branches and offices and join organisations, which associate foundations and other non-governmental organisations in Poland and abroad.
3. The Foundation is a non-governmental organisation, which conducts public benefit activities within the meaning of the APBA.
4. The Foundation carries out socially beneficial activities in the area of public tasks defined in the APBA, for the benefit of the society as a whole, and in particular persons referred to in §5A of the Statute; those activities are the exclusive statutory activities of the Foundation.
5. The Foundation's statutory activities can be pursued as free of charge or against payment within the meaning of the APBA. Both those forms of activities are kept separate in the accounting to such degree as to permit specifying revenues, costs and results, taking into consideration the accounting regulations.
6. Income from chargeable public benefit activities is earmarked solely for the Foundation's statutory activities.

§ 4.

1. The Foundation shall use a seal with its name and address in line with applicable laws.
2. The Foundation may use a distinctive logo.
3. The Foundation can use its corresponding name in foreign languages.

**Chapter II
OBJECTIVES AND PRINCIPLES OF THE FOUNDATION'S OPERATIONS**

§ 5

The Foundation's objectives are as follows:

1. to assist, integrate and mobilise foreigners as well as Poles and people of Polish origin who stay in Poland or plan to come to Poland;
2. to build an open society through popularisation of knowledge about world's countries and cultures, to promote and support intercultural and inter-faith dialogue, and to combat prejudice and discrimination;
3. to promote and support volunteering and other forms of social involvement;
4. to support the development of social integration system in Poland, including integration of refugees and immigrants;
5. to combat poverty and social inequalities in the world through development aid and humanitarian aid outside Poland.

§ 5A

The Foundation addresses its activities to:

1. all people at risk of social marginalisation, including in particular:
 - a. refugees and other people under international protection as well as asylum seekers, including people resettled or relocated to Poland;
 - b. immigrants;
 - c. Poles returning from emigration;
 - d. victims of natural calamities, armed conflicts and war, including victims of trauma and torture;
 - e. groups particularly vulnerable to discrimination, including children, women, seniors, people with disabilities, people with health problems, people in difficult economic situation or in emergency;
2. local communities and local leaders;
3. public, non-governmental and private institutions, organisations and enterprises as well as non-formal groups;
4. the society as a whole.

§6

1. The Foundation carries out the objectives defined in §5 of the Statute through all activities, and in particular through:
 - a. social, civic, integration-related and intercultural counselling as well as social and environmental work;
 - b. specialised aid, including *inter alia* legal, psychological, therapeutic, psychiatric and medical aid,
 - c. participation in, and monitoring of court proceedings concerning human rights protection, including foreigners' rights in Poland and abroad, as well as legal representation of people and organisations, who are supported by the Foundation, in any proceedings before courts and public authorities, including acting before administrative and civil courts in defence of social interest, including foreigners' interest;
 - d. emergency assistance, material, humanitarian and financial aid, including accommodation, food and transport and long-term housing assistance;
 - e. professional mobilisation, including professional counselling and improvement of professional qualification;
 - f. teaching of Polish language and foreign languages;
 - g. teaching about Polish culture;
 - h. education, including conferences, formal ceremonies, seminars, training classes, workshops, study visits, civil and economic education, and support of children and youth education, as well as competitions and scholarships;
 - i. prevention of conflicts and assistance in resolution of conflict situations, including mediation;
 - j. information campaigns, social campaigns and other media activities;
 - k. research, monitoring and watchdog activities, including those, which consist in the monitoring of the functioning of public institutions, which have contact with foreigners;
 - l. development, implementation, evaluation and distribution of innovative solutions related to integration and mobilisation, including the creation of ICT tools;
 - m. publishing activities, including the publication of printed matter, films and other materials;
 - n. cultural activities, including festivals, exhibitions and film screenings, and support of culture, culture and education, and teaching centres;
 - o. support for the cultivation of national traditions by foreigners who live in Poland and Poles who live abroad, including care, re-construction and restoration of cultural and religious sites;
 - p. health prophylactics, holiday and health trips, and sport popularisation and promotion;
 - q. provision of care for children and youth, and organisation of trips, camps and semi-camps;
 - r. support for self-help activities, including social co-operatives;
 - s. support for other non-governmental organisations, also by making space and equipment available;
 - t. international co-operation.
2. Unless the law provides otherwise, to achieve the objectives defined in the Statute the Foundation can support, or work with any entity.

Chapter III
FOUNDATION'S BODIES

§ 7

1. The bodies of the Foundation are:
 - a. the Management Board of the Foundation, hereinafter referred to as the Board;
 - b. the Audit Committee, hereinafter referred to as Committee;
 - c. the Foundation Council hereinafter referred to as Council.
2. It is not allowed to be a member of more than of the Foundation's bodies.
3. The members of the Foundation's bodies do not receive any remuneration for attendance of meetings, but they are entitled to be reimbursed for reasonable costs incurred in connection with the performance of the duties of a given body's member.
4. The mandate of a member of the Foundation's body shall expire upon the end of the term of office, or upon dismissal of a member of a given body, or upon written resignation from participation in the works of the Foundation's body, or upon the death of the member of the Foundation's body.
5. No one who has been convicted under a final judgment for any intentional offense prosecuted by the public prosecution or any tax offense can be a member of the Foundation's bodies.
6. A member of the Foundation's body can be dismissed when:
 - a. she/he performs her/his duties improperly,
 - b. she/he conducts her/himself in a manner not fitting a member of the body,
 - c. she/he violates the provisions of the Statute.
7. When temporarily unable to participate in the body's work, members of the Foundation's body can appoint a proxy to represent them at the meetings and exercise their vote when the body is making a decision. The proxy instrument should be in writing and should specify the duration and the scope of the power granted.
8. Representatives of the Foundation's bodies can attend the meeting of another body, unless this is in conflict with the purpose of the meeting.
9. Decisions are made in form of resolutions passed with a simple majority of votes. In the event of a tied vote, the casting vote shall belong to the President of Management Board, Chairperson of the Committee or Chairperson of the Council, respectively.

§ 8 [Management Board]

1. The Management Board directs day-to-day operations of the Foundation and represents the Foundation outside.
2. The Management Board:
 - a. undertakes all actions related to the day-to-day operations of the Foundation,
 - b. drafts and approves long-term projects and annual action plans for the Foundation,
 - c. manages the Foundation's property,
 - d. accepts subsidies, donations, bequests and legacies,
 - e. approves amendments to the Statute,
 - f. approves the change of the Foundation's statutory objectives and the manner of their accomplishment,
 - g. approves changes to the Foundation's name,
 - h. makes decisions regarding the Foundation's pursue of business activity.
3. The Management Board is composed of 1 to 7 members, including the President and - if needed - Vice-president of Management Board Management Board members are appointed and dismissed by the Committee by the way of a resolution passed with a simple majority of votes. The President of Management Board is appointed by the Committee for an indefinite period. The Vice-president and Members of the Management Board are appointed by the Committee for two-year term of office.
4. The authorisation to give statements with regard to property and non-property rights and obligations and to sign for the Foundation rests with each Member of Management Board acting alone (stand-alone representation). Any actions which incur obligations in excess of PLN 50,000 shall require the signature of two members of the Management Board. When the Management Board is composed of a single member, the power to act for the Foundation rests with the President of Management Board acting alone.
5. Two members of Management Board acting jointly can grant the power of attorney to act and sign for the Foundation.
The Management Board shall keep a register of powers of attorney.
6. Members of Management Board can be employed by the Foundation.

7. The rules of procedure for the Management Board are set out in the Management Board's Rules and Regulations, to be approved by the Committee and take into account the following provisions.
8. The Management Board shall deliberate at meetings, which are to be held as needed, but not less frequently than once a month.
9. The Management Board shall meet when convened by the President of Management Board at his/her own initiative or at the request of another member of Management Board or at the request of the Committee.
10. When an authorised request to call a meeting is made, the President of Management Board must convene the meeting not later than within 7 days of the day, on which the request is made.
11. The agenda of the meeting must include the items requested by the person who initiated the convocation of the meeting. The date of the meeting shall be notified by the President of Management Board to other Members of Management Board and to the Committee at least 3 days before such date. If the Management Board's meeting is held under the procedure provided for in § 8(10) of the Statute, the Members of Management Board should be notified about the date of the meeting not later than 24 hours before it starts. The notification should include the agenda of the meeting.
12. The Management Board can only adopt resolutions on the matters listed in the agenda, unless all members of Management Board are present at the meeting and none of the present raises any objections as to the adoption of the resolution on a matter not included in the agenda. If the President of Management Board fails to convene the meeting of Management Board despite the statutory requirement, the meeting of Management Board shall be convened immediately by another member of Management Board.
13. A meeting of the Management Board can be held without formalities being observed, if all members of the Management Board are present and none of them objects to the holding of the meeting under this procedure. The determination of the agenda for a meeting so convened shall require the consent of all members of Management Board.
14. In urgent cases, voting can be held by way of arrangements over the phone, via e-mail or through correspondence, provided that all Members of Management Board are duly informed. Voting under this procedure, when not confirmed in writing by everyone who voted, within 7 days of the date of voting, shall be invalid, unless the time limit is extended at the consent of all members due to extenuating circumstances.

§9 [Committee]

1. The Committee is composed of 3 to 5 members, including the Chairperson of the Committee. Committee members are appointed and dismissed by the Committee by the way of a resolution passed with a simple majority of votes. Committee members appointed by the Committee for an indefinite period. The mandate of a member of the Committee shall expire upon dismissal of a Committee Member, or upon written resignation from participation in the Committee's work, such resignation to be tendered to the Management Board, or upon the death of the Committee member.
2. In a situation when all Committee members resigned from participation in the Committee's works and no new members of the Committee were appointed, the new members of the Committee shall be appointed by the Council by way of a resolution adopted with a simple majority of votes.
3. Committee members cannot be related by blood or by law, be in professional superior-subordinate relationship with or be married to, or live together with any member of the Management Board.
4. The Committee is the control and supervision body. The Committee is also authorised to give opinions. The Committee's powers include in particular the power to:
 - a. permanently supervise the Foundation's activities in all areas of operation,
 - b. appoint and dismiss the members of Management Board, including the President and Vice-president of Management Board,
 - c. examine and approve the annual report on the Management Board's activities and decide whether grant the Management Board the vote of discharge for the year covered by the report,
 - d. set guidelines as to the amounts of remuneration for the Foundation's employees and other associates who work with the Foundation under contracts in civil law,
 - e. approve the Rules and Regulations of the Management Board,
 - f. submit motions as to the Foundation's activities,
 - g. give opinion in matters presented by the Management Board,
 - h. set guidelines for the Management Board as to how to distribute the accumulated funds.
5. The Committee shall meet when convened by the Chairperson of the Committee at his/her own initiative or at the request of another member of the Committee or at the request of the Management Board.

§ 10 [Council]

1. The Council is composed of 1 to 5 members, including the Chairperson. Members of the Council are appointed by the resolution of the Management Board for an indefinite period. Members of the Council are dismissed by the Council by the way of a resolution passed with a simple majority of votes.
2. The Council is generally a source of opinions for the Foundation. The Council's powers include in particular the power to give opinions on matters and questions presented by the Management Board or the Committee.
3. When the Council is composed of a single member, the decisions are made by that single person.
4. A special power of the Council is the power to appoint members of the Committee when all members of the Committee have resigned from participating in the Committee's work and have not selected new members of the Committee.

Chapter IV FOUNDATION'S PROPERTY AND INCOME

§ 11.

The Foundation's property consists in the founders' equity in the amount of PLN 4,000 (in words: four thousand), granted in the statement of intent to establish the Foundation, and any funds, rights in rem, immovable and movable property which the Foundation may acquire when operating.

§ 12.

The Foundation shall be liable for its obligations with its entire property.

§ 13.

1. The Foundation's revenues are:
 - a. donations, bequests and legacies, received either in Poland or from abroad,
 - b. subsidies from legal persons and organisations,
 - c. income from fundraisers, public events, auctions and charity drives,
 - d. interest on cash in bank,
 - e. income from immovable and movable property.
2. Income from subsidies, donations, bequests and legacies can be used to carry out all of the Foundation's statutory objectives, unless the donors decided otherwise.
3. When the Foundation is called to inherit, the Management Board can give the statement of acceptance of the inheritance with benefit of inventory, and even this only when at the time the statement is given there is no dispute that the assets of the estate are considerably greater than the inheritable debts.
4. Any income raised from the Foundation's property shall be earmarked solely for the carrying out of the Foundation's statutory objectives and for the covering of necessary costs of the Foundation's operations.

§ 14.

The Foundation keeps its financial management and accounting in line with the rules applicable to legal persons.

§ 15.

The Foundation is not authorised to take any actions which would consist in:

1. extending loans or securing obligations with the Foundation's property with respect to the members of the Foundation's bodies or Foundation's employees as well as any persons with whom the members of the Foundation's bodies or the Foundation's employees remain in matrimony, actual relationship, consanguinity or affinity in direct line or consanguinity or affinity in indirect line up to the second degree, or is related due to adoption, legal custody or guardianship, hereinafter referred to as "Close Persons",
2. transferring the Foundation's property to any members of the Foundation's bodies or Foundation's employees or their Close Persons, on any terms other than applicable to third parties, in particular when such transfer is effected free of charge or on preferential terms,
3. using property for the benefit of any members of the Foundation's bodies or Foundation's employees or their Close Persons, on any terms other than applicable to third parties, unless such use is directly related to the performance of the Foundation's statutory objectives,
4. purchasing any goods or services on any special terms from any entities, where the members of the Foundation's bodies or Foundation's employees or their Close Persons hold shares, on any other terms than applicable to third parties, or at any other price than market price.

Chapter V
FINAL PROVISIONS

§ 16.

1. The Foundation shall be liquidated when the objectives it was established for have been accomplished or when its financial resources and property are exhausted.
2. The Foundation's liquidator shall be the Management Board.

§ 17.

The Foundation shall file, every year, a report on its activities for the year past, with the competent minister.

§ 18.

This Statute becomes effective as of the day, on which the Foundation is entered into the National Court Register.

Warsaw, 27 December 2016