

STATUTE

Fundacja Katarzyny Kozyry **[Katarzyna Kozyra Foundation]**

General provisions

§1

1. The Foundation, hereinafter referred to as the “Foundation”, was formed by Alicja Kozyra, hereinafter referred to as the “Founder”, upon the notarial deed drafted in Krzysztof Łaski notary’s office in Warsaw, address: ul. Bracka 18 lok. 5, on the 9 December 2011. The Foundation operates under the Polish Law on Foundations of 6 April 1984 published in the Journal of Laws year 1991 No 46 point 203 and under the present Statute.
2. The Foundation operates under the registered name of “Fundacja KatarzynyKozyry” [Katarzyna Kozyra Foundation]
3. The Foundation possesses a seal with the indication of the name and the seat of the Foundation.
4. The Foundation may use a defining logo or a graphic symbol.
5. The Foundation is apolitical and not related to any creed or faith.
6. The duration of the Foundation is not limited.
7. The Foundation operates under the supervision of the Minister in charge of Culture and National Heritage.

§2

The Foundation has legal personality.

§3

The seat of the Foundation is the capital city of Warsaw.

§4

1. The Foundation operates in the territory of the Republic of Poland, however in order to properly pursue its objectives, the Foundation may as well operate abroad.
2. In order to pursue its statutory tasks, the Foundation may form permanent and temporary branches and offices. The Foundation may as well form affiliates, enter companies, partnerships and other foundations.
3. The decision on the formation of the permanent and temporary branches, affiliates and offices, as well as the decision to enter companies, partnerships or other foundations is taken by the Management Board of the Foundation.

Objectives of the Foundation

§5

1. The Foundation pursues the following objectives:
 - a) acting in public interest with the regard to modern art and culture, and related matters,
 - b) protection, promotion and management of the artistic output of Katarzyna Kozyra's activity,
 - c) supporting the development of Katarzyna Kozyra's artistic work,
 - d) creating due conditions for artistic and professional development of artists and culture creators, with the special regard to young artists,
 - e) supporting modern art and culture creators through Foundation's activity, programmes, grants and the Internet platform,
 - f) educating and spreading the knowledge on modern art and culture,
 - g) raising awareness and advocating national heritage promoting scientific and artistic areas of interest with the regard to modern culture and art in Poland as well as abroad.
2. The Foundation operates in the area of research, general science, education and animation.

Forms of activity of the Foundation

§6

1. The Foundation pursues its statutory objectives through financing:
 - a) exhibitions, publishing and lecturing activity, including financing exhibitions in Poland and abroad,
 - b) organization and documenting of modern culture events,
 - c) educational and artistic workshops for children, adolescents and adults in Poland and abroad,
 - d) lectures, seminar and academic conferences in Poland and abroad,
 - e) scientific research conducted in order to enhance the knowledge and to commemorate modern art and culture with the special regard to visual arts,
 - f) individual research and art projects as defined in § 5 point 1,
 - g) collection of documents, photographs, films and other materials related to the area defined in § 5 point 1,
 - h) creating archives, securing, stocking, indexing, digitalizing, granting public access or access for artistic or scientific reasons to the collection (including files and documents) owned by the Foundation or entrusted to it, as well as to private archives,
 - i) the creation and maintenance of the digital database with online access,
 - j) research travels and grants for culture creators in Poland and abroad,
 - k) cooperation with artists, organizations, public and local authorities, cultural institutions in Poland and abroad,
 - l) activities promoting the knowledge on Katarzyna Kozyra's artistic work.
2. Statutory activities of the Foundation are non-profit activities.
3. Statutory activities of the Foundation may take the form of paid or unpaid public benefit activities. Any income issued from the Foundation's activities will be assigned to cover the cost of its operation.
4. The pursuit of statutory tasks of the Foundation may be realized in cooperation with other entities.

§7

In order to pursue its objectives, the Foundation may support the activity of individual persons and institutions acting in line with the objectives of the Foundation.

Property and income of the Foundation

§8

The property of the Foundation consists of its founding capital in the amount of 10,000.00 PLN (ten thousand złotych), the financial resources, and the real and movable property acquired by the Foundation during its activity.

Part of the founding capital in the amount of 4,000.00 PLN (four thousand złotych) has been assigned to cover business activity of the Foundation.

§9

1. Pursuit of the objectives of the Foundation is financed by its fund and its income as defined in the present Statute.
2. The income of the Foundation may in particular be generated by:
 - a) inheritances, bequests, donations, subsidies, subventions, grants and other types of property increments donated to the Foundation by natural and/or legal persons and entities, and other entities without legal personality from Poland or from abroad,
 - b) interest rates on bank accounts and deposits, profits from disposal and possession of the bonds issued by the State Treasury,
 - c) profits from the public fundraisers organized by the Foundation,
 - d) loans,
 - e) profits from business activity of the Foundation,
 - f) profits from real and movable property.
3. Income from subsidies, grants, donations, inheritances and bequests may be assigned to finance the pursuit of all objectives of the Foundation, unless determined otherwise by the contributors.
4. In the event of creation of the Inheritance Management Foundation, the Management Board of the Foundation issues a declaration stating the acceptance of the inheritance limited to the value of assets. Such a declaration may be issued only if it is obvious that the value of the assets is higher than the debts.

§ 10

1. All income of the Foundation is exclusively dedicated to cover the statutory activity of the Foundation.
2. The funds of the Foundation may be gathered in the local Polish currency and in foreign currencies deposited in the competent banks under Polish Foreign Exchange Act.

§ 11

1. In order to increase the resources assigned for the pursuit of the statutory objectives of the Foundation and for its statutory activity the Foundation may engage in business activity in Poland

and abroad.

2. The business activity of the Foundation shall be limited only to cover the pursuit of the statutory objectives of the Foundation. All income from the business activity of the Foundation is dedicated to cover the pursuit of its statutory objectives.

3. In the scope of its business activity, the Foundation may form separate internal units or enter Civil Code and/or Commercial companies and/or partnerships. The units formed under the provisions of the present point are supervised by and report to the Management Board of the Foundation. The Management Board of the Foundation may adopt a resolution on the rules and regulations defining in particular the scope and the object of the unit, the rules for the appointment and dismissal of the persons managing the unit, the scope of powers and obligations of such persons.

4. All income from the business activity of the Foundation is dedicated to cover the pursuit of its statutory objectives. Any financial surplus generated will be assigned to cover the cost of public benefit activities

5. It is forbidden:

a/ to grant loans or to pledge of Foundation's property as collateral security, or the property of its members, the members of the bodies of the Foundation, its employees and people who are married with, remain in a civil union with or people who are in consanguinity, both lineal and collateral, and affinity, both direct and secondary with, relatives up to second degree of members of the Foundation, the members of the bodies of the Foundation, the employees of the Foundation or other persons whom they adopted, became their custodians or legal guards hereinafter referred to as "close relatives".

b/ to transfer their assets in favour of their members, the members of the bodies of the Foundation, its employees and their close relatives on the basis other than in relation to third parties particularly if such transfer is made free of charge or on preferential terms

c/ to use of assets to members, board members or employees and their relatives in a manner other than in relation to third parties, unless that use direct result of the statutory aim.

d/ to make the purchase of goods or services from entities in which members of the Board, members of the Foundation, board members or employees and their relatives in a manner other than in relation to third parties or at prices higher than market

§ 12

1. The object of the business activity of the Foundation is defined in accordance to the Polish Classification of Activities [Polska Klasyfikacja Działalności – PKD]:

- 1) retail sale of clothing in specialised stores, PKD 47.71.Z,
- 2) retail sale of watches, clocks and jewellery in specialised stores, PKD 47.77.Z,
- 3) other retail sale of new goods in specialised stores, PKD 47.78.Z,
- 4) retail sale of games and toys in specialised stores, PKD 47.65.Z,
- 5) retail sale via mail order houses or via Internet, PKD 47.91.Z,
- 6) retail sale of books in specialised stores, PKD 47.61.Z,
- 7) retail sale of newspapers and stationery in specialised stores, PKD 47.62.Z,
- 8) beverage serving activities, PKD 56.30.Z,
- 9) restaurants and other eating places, PKD 56.10.A,
- 10) motion picture, video and television programme distribution activities, PKD 59.13.Z,
- 11) reproduction of recorded media, PKD 18.20.Z,

- 12) wholesale of electrical household appliances, PKD 46.43.Z,
- 13) retail sale of music and video recordings in specialised stores, PKD 47.63.Z,
- 14) other retail sale not in stores, stalls or markets, PKD 47.99.Z,
- 15) other professional, scientific and technical activities not elsewhere classified, PKD 74.90.Z.
- 16) motion picture, video and television programme production activities, PKD 59.11.Z,
- 17) motion picture, video and television programme post-production activities, PKD 59.12.Z,
- 18) preparing meals for direct consumption, PKD 56.10.A,
- 19) production of meals, PKD 10,
- 20) retail sale of food, beverages and tobacco in specialised stores, PKD 47.2,
- 21) retail sale in nonspecialised stores, PKD 47.1
- 22) renting and operating of own or leased real estate, PKD 68.20.Z,
- 23) property management made at the request, PKD 68.32.Z,
- 24) holiday and other short-stay accommodation, PKD 55.20.Z,
- 25) other accommodation, PKD 55.90.Z,
- 26) hotels and similar accommodation, PKD 55.10.Z.

Founder

§ 13

1. The Founder is not personally liable for the obligations and liabilities of the Foundation.
2. The President of the Board of the Foundation is chosen by the Founder among the Members of the Board of the Foundation.
In the event of death of the Founder the President is chosen by the Board of the Foundation by the simple majority of the votes.
3. The Founder determines the earnings of the Members of the Management Board.
4. In the event of death or the inability of the Founder to perform their duties caused by their state of health as defined in the point 3 the duties of the Founder are passed on to the President.

Bodies of the Foundation

§ 14

1. The bodies of the Foundation are:
 - a) the Management Board of the Foundation,
 - b) the Board of the Foundation.
 - c) the Supervisory Board

Board of the Foundation

§ 15

1. The Board of the Foundation is the supervisory body of the Foundation. The Board of the Foundation may determine the Foundation's line of action and initiate programmes or other advisory action.
2. The Board of the Foundation is composed of three to ten members.
3. The first members of the Board of the Foundation are appointed by the Founder in the present

Statute. The subsequent members of the Board of the Foundation replacing the members who cease to fulfil their function following the termination of their tenure or for reasons determined in paragraphs 6 and 7 or by whom the Board of the Foundation is extended, are appointed by the Management Board in a resolution.

4. The tenure of the members of the Board of the Foundation is three years.

5. In particular cases, a member of the Board of the Foundation may be dismissed and deprived of their membership of the Board by a resolution adopted unanimously by the remaining members of the Board of the Foundation. The Founder may not be deprived of their membership of the Board of the Foundation in this manner.

6. The membership of the Board of the Foundation is terminated upon a written resignation, upon the appointment as a member of the Management Board of the Foundation or in the case of death.

7. Members of the Board of the Foundation do not receive any compensation for the participation in the works performed by the body in question, with the exception of compensation for documented expenses related to the participation in works performed by this body, including travel costs.

8. The membership of the Board of the Foundation may not be combined with the membership of the Management Board of the Foundation.

9. Members of the Board of the Foundation may have an employment contract, a contract of mandate or a contract to perform a specified task with the Foundation for the purposes of the execution of the present Statute.

10. In the case of resignation of the President of the Board of the Foundation, of their incapacity to fulfil their function for a period exceeding six months or of their death, the Board shall appoint a new President by a simple majority of the votes.

11. The members of the Board of the Foundation:

a/ must not be family members, second-degree relatives, have a reporting relationship, closely related by marriage or affinity to a Board of the Foundation member

b/ may not be convicted by a final judgment for an offense prosecuted by indictment or a tax offense.

§ 16

1. The Board of the Foundation gathers when necessary, to adopt a common position on the Foundation's line of action or to initiate a programme or other advisory action.

2. Decisions of the Board of the Foundation are taken in the form of resolutions adopted by a simple majority of the votes cast by the members present at the session. In the case of equal number of votes, the vote of the President of the Board of the Foundation is decisive.

3. Sessions of the Board of the Foundation shall be convened by the President of the Board of the Foundation, on their own initiative or following a written request of the Management Board.

4. The President of the Board of the Foundation administers the Board's work and represents it before third parties.

Supervisory Board

§ 17

1. The Supervisory Board is a control organ of the Foundation. The Supervisory Board has a competence referred to in § 19 point 6.
2. The Supervisory Board is composed of 3 to 10 members.
3. The members of the Supervisory Board are appointed and dismissed by the Founder or by the Board of the Foundation.
4. The tenure of the members of the Supervisory Board is 5 years.
5. In particular cases, a member of the Supervisory Board may be dismissed and deprived of their membership of the Supervisory Board by a resolution adopted unanimously by the remaining members of the Supervisory Board.
6. The membership of the Supervisory Board is terminated upon a written resignation, upon the appointment as a member of the Management Board of the Foundation or in the case of death.
7. Members of the Supervisory Board due to functions performed in the body may receive a reimbursement of reasonable expenses or compensation in an amount not exceeding the average monthly salary in enterprise sector announced by the President of GUS for the previous year.
8. The membership of the Supervisory Board may not be combined with the membership of the Management Board of the Foundation.
9. The members of the Board of the Foundation:
 - a/ must not be family members, second-degree relatives, have a reporting relationship, closely related by marriage or affinity to a Management Board member
 - b/ may not be convicted by a final judgment for an offense prosecuted by indictment or a tax offense.
10. Members of the Supervisory Board may have an employment contract, a contract of mandate or a contract to perform a specified task with the Foundation for the purposes of the execution of the present Statute.
11. In the case of resignation of the President of the Supervisory Board, of their incapacity to fulfil their function for a period exceeding six months or of their death, the Supervisory Board shall appoint a new President by a simple majority of the votes.

§ 18

1. The Supervisory Board of the Foundation gathers when necessary, to adopt a common position on the Foundation's line of action or to initiate a programme or other advisory action.
2. Decisions of the Supervisory Board are taken in the form of resolutions adopted by a simple majority of the votes cast by the members present at the session. In the case of equal number of votes, the vote of the President of the Supervisory Board is decisive.

3. Sessions of the Supervisory Board shall be convened by the President of the Supervisory Board, on their own initiative or following a written request of the Board of the Foundation.
4. The President of the Supervisory Board administers the Supervisory Board's work and represents it before third parties.

Management Board of the Foundation

§ 19

1. The Management Board of the Foundation is composed of two to five members appointed by the Founder for a three-year tenure. The Founder shall appoint the President and the vice-President from among the persons appointed for the Management Board. The remaining persons appointed for the Management Board have a status of Member of the Management Board. The Founder may be a member of the Management Board.
2. The mandate of a Member of the Management Board expires after the termination of the tenure, in the case of dismissal by the Founder, submission of a written resignation or death of the Member. The function of a Member of the Management Board member may be fulfilled for more than one tenure.
3. The first members of the Management Board are appointed by the Founder in the present statute.
4. In the case of resignation of the President of the Management Board, of their incapacity to fulfil their function for a period exceeding three months or of their death, the vice-President of the Management Board appoints the President of the Management Board when the circumstances referred to in the present point arise. This requires the consent of the vice-President.
5. The appointment of the Management Board's members for subsequent tenures follows the manner established by the Founder.
6. In the case of death of the Founder, the competences to appoint and dismiss members of the Management Board are transferred to Supervisory Board.
7. The members of the Management Board may have an employment contract.
8. The remuneration of the members of the Management Board is established by the Founder.
9. Employment contracts with the Foundation's employees are signed by the President of the Management Board. Employment contracts with the members of the Management Board are signed by a representative appointed by a resolution of the Supervisory Board.
10. The remuneration of the members of the Management Board and of the employees of the Foundation is paid from the Foundation's funds.
11. The members of the Management Board may not be convicted by a final judgment for an offense prosecuted by indictment or a tax offense.

§ 20

1. It is the responsibility of the Management Board to make decisions in all matters which do not lie in the competences of the Board of the Foundation and the Supervisory Board
2. The Management Board administers the Foundation's activity and represent the Foundation before third parties.
3. The missions of the Management Board include:
 - a) determination of the line of action of the Foundation,
 - b) adoption of the annual and multiannual action plans and financing schemes of the Foundation,
 - c) creation of the organisational units of the Foundation and adoption of rules and regulations for these units,
 - d) management of the property of the Foundation,
 - e) determination of employment figures and earnings of the employees of the Foundation,
 - f) deciding on all matters which do not lie within the competences of other bodies,
 - g) accepting donations, inheritance and bequests, subventions, grants and subsidies,
 - h) requesting for and agreeing on amendments to the Statute of the Foundation, a merger with another foundation and the liquidation of the Foundation.
4. The Management Board adopts decisions in the form of resolutions during sessions, by a simple majority of the votes cast by members present at the session of the Management Board. The adoption of a resolution requires the presence of at least two members, including the President of the Management Board. In the case of equal number of votes, the vote of the President of the Management Board is decisive.
5. The Management Board's sessions are convened by the President. All the members of the Management Board must be informed about the session.
6. The Management Board may appoint representatives to manage the matters lying in the competence of the tasks of the Foundation. The appointment of plenipotentiaries requires the adoption of a resolution.
7. The Management Board is responsible for the proper financing of the statutory activity of the Foundation, including the proper investment of its property and resources, guaranteeing foreseeable profits and the stability of the property of the Foundation.

§21

Members of the Management Board may receive remuneration the amount of which is established by the Founder in the statement of appointment or in a separate declaration or statement.

Manner of Representation

§ 22

The statement of intent on behalf of the Foundation is submitted by the President or by the vice-President acting individually.

Work for the Foundation

§ 23

1. The Foundation may employ individuals on the basis of employment contracts, and offer

contracts of mandate, and contracts to perform a specified task to third persons.

2. The Foundation may conclude voluntary work contracts with third persons.
3. All contracts of employment, can only be concluded under a resolution of the Management Board.

Distinctions and prizes

§ 24

1. The Foundation may establish certificates, honours and medals, and award them together with other prizes and distinctions, award the title of the Sponsor of the Foundation [Sponsor Fundacji] to natural and/or legal persons of merit to the Foundation who contribute to the pursuit of the objectives of the Foundation and/or who offer financial support to its activity.
2. Title of the Sponsor of the Foundation is awarded to an appointed individual. The Foundation may determine the detailed rules on the use of the title.
3. The title of the Sponsor of the Foundation is awarded by the Management Board of the Foundation after the person defined in the point 1 of the present paragraph submits a written declaration confirming their will to obtain such a title.
4. The Management Board may award the title of the Member of Honour of the Foundation [Honorowy Członek Fundacji] to the persons of special merit to the Foundation. The status of the Member of Honour is awarded under a resolution of the Management Board.

Amendments to the Statute

§ 25

The Statute of the Foundation may be amended exclusively under the resolution of the Management Board of the Foundation adopted by the absolute majority of votes. Amendment to the Statute may concern the objectives for the pursuit of which the Foundation has been formed and which have been stated in the founding act.

Merger with another foundation

§ 26

The Foundation may merge with another foundation for the purpose of the effective pursuit of the objectives of the Foundation. The merger may not be concluded if the important alternation of the Foundation's objective is required.

§ 27

1. The Management Board is the body competent in all matters regarding the merger with another foundation.
2. Conditions of the merger are defined by the resolution of the Management Board.

Liquidation of the Foundation

§ 28

1. The Foundation is liquidated in the event of accomplishment of the objectives for the pursuit of which the Foundation has been formed, when the financial resources and property of the Foundation have been exhausted, upon the motion of the Founder or the Members of the Management Board acting with the consent of the Founder.
2. The liquidator of the Foundation is appointed by the Management Board of the Foundation.

§ 29

Any financial resources or property remaining after the liquidation of the Foundation may be assigned under the resolution of the Supervisory Board for the activity of other foundations operating in the Republic of Poland whose objectives are similar to the objectives of the Foundation, , or to Agnieszka Katarzyna Kozyra intended for the achievement of the objectives referred to above .

in § 5 point 1.

§30

The first Board of the Foundation is appointed and composed as follows:

- President of the Board of the Foundation – Leonida Kovac
- Member of the Board of the Foundation – Magdalena Środa
- Member of the Board of the Foundation – Pasquale Plastino
- Member of the Board of the Foundation – Artur Liebhart
- Member of the Board of the Foundation – Dorota Szwarcman

§31

The first Management Board of the Foundation is appointed and composed as follows:
Agnieszka Katarzyna Kozyra – President of the Management Board of the Foundation,
Anna Walewska – Vice-president of the Management Board of the Foundation.

§ 32

The first Supervisory Board is appointed and composed as follows:

- President of the Supervisory Board: Hanna Wróblewska
- Member of the Supervisory Board: Joanna Sz wajcowska
- Member of the Supervisory Board: Janina Hobgarska.

representing the Founder:

*Agnieszka Katarzyna Kozyra,
acting as a representative
of the Founder Alicja Kozyra
under the authorisation of
22.11.2011.*