

STATUTE OF THE CULTURAL FOUNDATION  
“LUX PRO MONUMENTIS”

**Chapter I**  
**Initial Provisions**

**§1**

1. The Foundation is established under the name: “Lux pro Monumentis”, hereinafter referred to as the “Foundation”.
2. The Foundation was established by:
  - a) Mirosław Kuliś,
  - b) Beata Maria Konieczniak,
  - c) Norbert Werner Wasserfurth–Grzybowski,
  - d) Krzysztof Kazimierz Pawłowski,
  - e) Krzysztof Stanisław Stefański,

hereinafter jointly referred to as the “Founders”, by a notarial deed executed on 28 January 2011 by notarial assessor Kinga Plajzer-Majsterek, acting as deputy to Notary Małgorzata Badowska, at the Notarial Office in Łódź, located at 89 Piotrkowska Street, entered in the notarial register under No. A 298/2011.

**§2**

The Foundation has legal personality.

**§3**

1. The Foundation is established for an indefinite period of time.
2. The Foundation operates based on the provisions of the Act of 6 April 1984 on Foundations and the provisions of this Statute (hereinafter referred to as the “Statute”).

**§4**

The seat of the Foundation is Łódź.

**§5**

1. The area of activity of the Foundation is the Republic of Poland; however, to the extent necessary for the proper implementation of its objectives, the Foundation may also conduct activities outside the territory of the Republic of Poland.
2. The Foundation may establish branches, organizational units, affiliates, and representative offices in Poland and abroad.
3. The Foundation may establish and join commercial companies or participate in other foundations.

**§6**

The Foundation is apolitical and, in its activities, is guided by the public interest.

## **§7**

1. The Foundation may use a distinctive graphic symbol identifying it.
2. The Foundation may use stamps bearing the Foundation's identifying details.
3. The Foundation may establish certificates, badges, and honorary medals and award them, together with other prizes and distinctions, to natural and legal people meritorious to the Foundation and contributing to the achievement of the Foundation's objectives.
4. For the purposes of international cooperation, the Foundation may use translations of its name in selected foreign languages.

## **§8**

The supervision of the Foundation - regarding the compliance of its activities with the law, the Statute, and the purpose for which the Foundation was established - is exercised by the minister competent for cultural affairs.

## **§9**

The Foundation is a non-governmental organization conducting public benefit activities within the meaning of the Act of 24 April 2003 on Public Benefit Activity and Volunteerism.

## **Chapter II Statutory Activities**

### **§10**

1. The purpose of the Foundation is to act for:
  - a) the promotion of cultural heritage and artistic activities through the dissemination and support of cultural initiatives;
  - b) supporting activities in the field of revitalization and animation, including the illumination of historic buildings;
  - c) shaping civic engagement within local communities by fostering interest in matters related to science, culture, art, the protection of cultural assets and traditions, as well as promoting social and cultural activity;
  - d) European integration and the development of contacts and cooperation between societies, including the promotion of cultural contacts and exchanges abroad, particularly with European Union countries;
  - e) the dissemination of regional culture;
  - f) promoting activities related to environmental protection, climate, and sustainable development;
  - g) promoting the idea of a civil society.
2. The Foundation implements the objectives set out in paragraph 1 in particular through:
  - a) conducting organizational, scientific-technical, and cultural activities, especially inspiring and supporting research, projects, and initiatives that foster the development of culture and cultural heritage;
  - b) expressing positions in public forums;

- c) organizing conferences, seminars, training sessions, competitions, and workshops;
- d) organizing cultural events - international, national, and local festivals;
- e) publishing, exhibition, and press activities;
- f) cooperation with governmental and local authorities as well as other entities whose objectives are related to culture, heritage, ecology, climate, and sustainable development;
- g) providing material and financial assistance to individuals and institutions, including local governments (e.g., by funding scholarships for young creators or supporting conservation initiatives);
- h) conducting advisory and informational activities;
- i) organizing promotional and cultural meetings;
- j) conducting and supporting research and scientific activities;
- k) undertaking other actions conducive to the achievement of the Foundation's statutory objectives;
- l) cooperating with other foundations, associations, or non-governmental organizations within the Republic of Poland and, to the extent necessary for proper implementation of its objectives, also abroad;
- m) promoting civic and cultural awareness.

### **Chapter III**

#### **Economic Activity and Assets of the Foundation**

##### **§11**

1. The Foundation may conduct economic (business) activity in accordance with the principles set forth in applicable laws.
2. The Foundation does not operate for profit. All income of the Foundation shall be used exclusively for the implementation of its statutory objectives.
3. To pursue its statutory objectives, the Foundation may conduct economic activity in Poland and abroad in the following areas:
  - a) Other printing activities – PKD 18.12.Z,
  - b) Other retail sale in non-specialised stores – PKD 47.19.Z,
  - c) Retail sale of books in specialised stores – PKD 47.61.Z,
  - d) Retail sale of newspapers and stationery in specialised stores – PKD 47.62.Z,
  - e) Retail sale of audio and video recordings in specialised stores – PKD 47.63.Z,
  - f) Retail sale of other new goods in specialised stores – PKD 47.78.Z,
  - g) Retail sale via mail order houses or via the Internet – PKD 47.91.Z,
  - h) Publishing of books – PKD 58.11.Z,
  - i) Other publishing activities – PKD 58.19.Z,
  - j) Motion picture, video and television programme production activities – PKD 59.11.Z,
  - k) Advertising agency activities – PKD 73.11.Z,
  - l) Photographic activities – PKD 74.20.Z,
  - m) Other professional, scientific and technical activities not elsewhere classified – PKD 74.90.Z,

- n) Activities related to the organisation of trade fairs, exhibitions and congresses – PKD 82.30.Z,
  - o) Non-school forms of artistic education – PKD 85.52.Z,
  - p) Educational and training activities (Other non-school forms of education not elsewhere classified – PKD 85.59.B; Educational support activities – PKD 85.60.Z),
  - q) Post-production activities related to motion pictures, video recordings and television programmes – PKD 59.12,
  - r) Activities related to the distribution of motion pictures, video recordings and television programmes – PKD 59.13,
  - s) Motion picture projection activities – PKD 59.14,
  - t) Performing arts activities – PKD 90.01,
  - u) Support activities for performing arts – PKD 90.02,
  - v) Artistic and literary creative activities – PKD 90.03.
4. (repealed)
5. The Foundation shall be liable for its obligations with all of its assets.
6. The Foundation shall conduct its financial management and maintain accounting records in accordance with applicable regulations.
7. The following actions are prohibited:
- a) granting loans or securing obligations with the assets of the Foundation in favour of members of its governing bodies or its employees, as well as people.
  - b) related to members of the governing bodies or employees of the Foundation by marriage, cohabitation, direct kinship or affinity, collateral kinship or affinity up to the second degree, or by adoption, guardianship or custodianship (hereinafter referred to as “close relatives”);
  - c) transferring the assets of the Foundation to members of its governing bodies or its employees or their close relatives on terms other than those applicable to third parties, in particular if such transfer is made free of charge or on preferential terms;
  - d) using the assets of the Foundation for the benefit of members of its governing bodies or its employees or their close relatives on terms other than those applicable to third parties, unless such use directly results from the statutory purpose;
  - e) purchasing goods or services from entities in which members of the governing bodies of the Foundation or its employees or their close relatives participate, on terms other than those applicable to third parties or at prices higher than market prices.

## **§12**

The Foundation’s assets consist of its initial assets and any other property acquired by the Foundation during its activities.

The initial assets of the Foundation consist of the founding capital in the amount of PLN 2,700, of which PLN 1,000 is allocated to the Foundation’s business activities.

The founding capital consists of contributions declared by the Founders in the notarial deed establishing the Foundation. These contributions are as follows:

- PLN 1,500 contributed by Mirosław Kuliś,
- PLN 500 contributed by Beata Maria Konieczniak,
- PLN 500 contributed by Norbert Werner Wasserfurth-Grzybowski,
- PLN 100 contributed by Krzysztof Kazimierz Pawłowski,
- PLN 100 contributed by Krzysztof Stanisław Stefański.

### **§13**

1. The Foundation's income comes from:
  - a) donations, inheritances and bequests;
  - b) grants and subsidies;
  - c) public collections and events;
  - d) the Foundation's movable and immovable property;
  - e) business activities carried out by the Foundation;
  - f) bank interest and capital investments.
2. Income received from grants, subsidies, donations, inheritances and bequests may be used to achieve the Foundation's objectives only in accordance with the wishes of the donors or testators, if such wishes have been expressed.
3. If the Foundation is appointed as an heir, the acceptance of the inheritance shall be made by the Management Board by submitting a declaration of acceptance with the benefit of inventory. Such acceptance shall be made only if, at the time of submitting the declaration, there are grounds to believe that the assets of the estate significantly exceed its liabilities.

## **Chapter IV Governing Bodies of the Foundation**

### **§14**

1. The governing bodies of the Foundation are:
  - a. the Foundation Council (hereinafter referred to as the "Council");
  - b. the Management Board of the Foundation (hereinafter referred to as the "Management Board").
2. A Founder may serve as a member of either the Council or the Management Board.
3. Membership in more than one governing body of the Foundation is not allowed.
4. Members of the Council may not be related to members of the Management Board by kinship or affinity, and they may not be in an employment-subordination relationship with members of the Management Board.
5. Members of the Council do not receive remuneration for their work, but may, in justified cases, be reimbursed for documented expenses related to their activities.

6. The remuneration of the Management Board members shall be determined by the Council in the Regulations adopted by it.

### **The Foundation Council**

#### **§15**

1. The Foundation Council (hereinafter referred to as the “Council”) is the highest governing body of the Foundation.
2. The Council has supervisory, advisory and consultative powers.

#### **§16**

1. The Council consists of 3 to 9 members and is elected for an indefinite term.
2. The first members of the Council are appointed by the Founders by a resolution passed by a simple majority.
3. Subsequent members of the Council—whether to replace members who have left or to expand the Council—are appointed by the Council itself through its own resolutions.
4. The Council elects from among its members a Chairperson, who directs its work, and a Vice-Chairperson, who substitutes for the Chairperson when necessary.
5. Membership in the Council ends as a result of:
  - a. voluntary resignation, submitted in writing to the Chairperson;
  - b. loss of civil rights due to a final court conviction for an intentional crime;
  - c. violation of the Foundation’s Statute;
  - d. acting to the detriment of the Foundation;
  - e. permanent inability to perform duties due to illness or incapacity;
  - f. death of a Council member.
6. Removal from the Council under points 5(c), (d), or (e) is done by a resolution of the Council. The member subject to removal does not participate in this vote.

#### **§17**

Members of the Council, which serves as the Foundation’s supervisory and controlling body:

- a) may not be members of the Management Board, nor may they be related to them by kinship, affinity, or be in an employment-subordination relationship;
- b) must not have been convicted by a final court judgment for an intentional crime;
- c) may receive reimbursement for justified expenses or remuneration for serving in this body, not exceeding the amount specified in Article 8(8) of

the Act of 3 March 2000 on the remuneration of people managing certain legal entities.

### **§18**

The tasks of the Council include:

1. setting the directions of the Foundation's activities;
2. expanding the objectives of the Foundation or amending its Statute;
3. cooperating with the Management Board in achieving the Foundation's objectives;
4. approving the Management Board's annual activity reports and granting discharge of duties to the Management Board;
5. adopting regulations on the remuneration of the Management Board members;
6. appointing and dismissing members of the Management Board;
7. the right to appoint, at its discretion, a Program Council. The Program Council's role is to advise and provide opinions to the Management Board regarding ongoing projects undertaken by the Foundation. The Program Council operates according to rules adopted by the Council;
8. making decisions on all other matters not reserved for other governing bodies of the Foundation;
9. making decisions regarding a merger with another foundation or the liquidation of the Foundation.

### **§19**

1. The Foundation Council meets at least once a year
2. The Council is convened by the Chairperson on their own initiative or at the written request of the Management Board.
3. In the cases mentioned in point 2, the Chairperson shall notify Council members by e-mail or registered mail at least 14 days before the planned meeting date.
4. The Council makes decisions in the form of resolutions, by a simple majority of votes, with at least half of the members present. In case of a tie, the Chairperson's vote decides.
5. Each Council member has one vote, except that members of the Council appointed from among the Founders have two votes.
6. Council meetings are chaired by the Chairperson or, in their absence, by the Vice-Chairperson.

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

### **§20**

1. The Management Board of the Foundation is the body representing the Foundation. The Management Board manages the affairs of the Foundation and represents it externally.
2. The Management Board consists of two to five members, including the President of the Management Board, appointed by the Council. Members of the Management Board are appointed for a term of 5 years.
3. The first members of the Management Board, including its President, are appointed by the Founders by a resolution passed by a simple majority.
4. Membership in the Management Board ends as a result of:
  - a) written resignation;
  - b) death of a Management Board member;
  - c) acting to the detriment of the Foundation;
  - d) violation of the Foundation's Statute;
  - e) permanent inability to perform duties due to illness or incapacity;
  - f) loss of civil rights due to a final court conviction for an intentional crime.
5. Removal under points 4(c), (d), and (e) above is carried out by a resolution of the Council, passed by a two-thirds majority with at least half of the Council members present.

### **§21**

1. Each member of the Management Board is authorized to represent the Foundation individually.
2. For the validity of declarations of intent, as well as any documents concerning the Foundation's property rights and obligations exceeding PLN 2,000 net, the signatures of two members of the Management Board are required.

### **§22**

1. Management Board meetings are held as needed, but at least once per quarter.
2. Meetings are convened by the President of the Management Board by e-mail or registered mail at least 10 days before the scheduled meeting date.
3. Resolutions of the Management Board are adopted by a simple majority of votes, with at least half of all members present. In case of a tie, the President's vote decides.

### **§23**

1. The powers of the Management Board include:
  - a. managing the day-to-day activities of the Foundation;

- b. implementing the Foundation's statutory objectives;
- c. preparing work plans and the budget;
- d. managing the Foundation's assets;
- e. representing the Foundation externally;
- f. hiring employees and determining their remuneration;
- g. submitting proposals to the Council to amend the Statute;
- h. submitting proposals to the Council regarding the merger or liquidation of the Foundation;
- i. accepting donations, inheritances, bequests, grants, and subsidies;
- j. adopting the Regulations of the Management Board.

#### **§24**

1. The Management Board is obliged to submit an annual report on the Foundation's activities to the Council, the Founders, and the Minister referred to in §8.
2. The Management Board may appoint proxies to manage specific areas of the Foundation's responsibilities.

### **Chapter V Liquidation of the Foundation**

#### **§25**

1. The Foundation shall be liquidated in the following cases:
  - a) exhaustion of its financial resources and assets, with no possibility of obtaining funds necessary to achieve the objectives for which it was established; or
  - b) a decision by the Council that the objectives for which the Foundation was established have been achieved.

#### **§26**

1. The liquidation of the Foundation requires a resolution of the Council passed by a three-fourths majority of votes, with at least half of the eligible members present. In case of a tie, the Chairperson's vote decides.
2. The liquidator of the Foundation may be the Management Board or a person(s) appointed by the Council.
3. The assets remaining after the liquidation of the Foundation shall be entirely allocated to purposes similar to the objectives of the Foundation specified in §10 of the Statute. When adopting the resolution on liquidation, the Council shall indicate the specific purposes for which the assets will be used.

### **Chapter VI Final Provisions**

**§27**

Amendments to the Foundation's Statute, including its objectives, require a resolution from the Council.

**§28**

1. The Statute was adopted by the Founders on 12 February 2011.
2. The Statute enters into force on the date of registration of the Foundation by the Court in the National Court Register.

Jolanta Chelmińska  
President of the Management Board  
Lux Pro Monumentis Foundation

Krzysztof Stefański  
Member of the Management Board  
Lux Pro Monumentis Foundation