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RULES OF OPERATION FOR THE MANAGEMENT BOARD OF THE STEFAN KURYŁOWICZ FOUNDATION

General provisions

§1

This Rules determine procedure of operation of the Foundation Management Board, method of holding meetings and passing resolutions as well as rights and obligations of its members and the President.

§2

1. Operation of the Foundation Management Boards shall be supervised by the Foundation Council.
2. Members of the Management Board cannot be members of the Foundation Council.
3. The Management Board uses longitudinal seal / other with name and registered office of the Foundation.
4. Members holding functions in the Management Boards shall use personal stamps.

Composition and method of appointing the Management Board

§3

1. The Management Board may consist of one or many persons and shall be appointed by the Foundation Council.
2. The first Management Board shall be appointed by the Founders.

§4

1. The Management Board as a whole or its separate members may be dismissed before the end of term by the Foundation Council – by way of resolution.
2. Membership in the Management Board shall cease from the moment of term expiration, resignation, death or dismissal of the Board member.
3. The Foundation Council shall choose the President of the Management Board. The Management Board may select one or two Vice-Presidents from its circle.
4. The President shall coordinate works of the Management Board, convene and chair its meetings.

Term of the Management Board

§5

1. Term of each Management Board shall last 4 (four) years.
2. Function of the Board member may be performed for more than one term.

Competence of the Board and its members

§6

1. The Management Board coordinates activity of the Foundation and represents it before third parties.
2. The following persons shall be entitled to represent the Foundation and to make statements of intent on behalf of the Foundation: the President of the Management Board – always independently, two members of the Board together or member of the Board together with the Attorney.
3. Tasks of the Foundation Management Board are defined in **§19 section 2** of the Foundation's Statute and in other provisions of law concerning the Foundations' activities.
4. The Management Board may appoint proxies to coordinate separate tasks of the Foundation.

Meetings of the Management Board and passing resolutions

§7

Meetings of the Management Board shall take place at least once a quarter.

§8

1. Meetings of the Management Board shall be minuted.
2. The President of the Management Board or other Member of the Board, who chairs a meeting basing on the President's authorisation, shall appoint a minutes secretary. If such secretary is not appointed then a member of the Foundation's Management Board, who chairs a meeting, shall personally draw up minutes including the following information:
 - consecutive number,
 - date, place and order of meeting,
 - list of the Management Board members and other persons present on a meeting,
 - statement on ability to pass resolutions,
 - acceptance of agenda and minutes of the previous meeting of the Management Board,
 - short summary of discussed issues.
3. Texts of passed resolutions shall be attached to minutes. Resolutions of the Management Board on current affairs shall be only noted down in minutes.
4. Minutes from meetings of the Foundation Board shall be signed by the President and a person, who draws up minutes, while resolutions of the

Management Board shall be signed by all members of the Management Board participating in its adoption.

5. Minutes from meetings and resolutions passed by the Management Board shall be stored in its registered office.

§9

1. The Management Board makes decisions during meetings, in form of resolutions by simple majority of votes and in case of equal amount of votes the vote of the the President shall be decisive.
2. All members of the management Board shall be informed about a meeting. Notifications about a meeting shall be made in writing via registered mail, fax or electronic means of communication (e-mail), at least 7 days before planned meeting.

§10

Members of the Stefan Kuryłowicz Foundation Council and other third parties may participate in a meeting of the Management Board in an advisory capacity. Such persons shall be invited by the President on his initiative or on the Board members' request.

Office of the Foundation

§11

In order to assure efficient service of activity conducted by the Foundation and its statutory bodies, according to §21 of the Foundation Statute, the Foundation Management Boards may appoint the Foundation's Office.

§12

1. The Management Board sets direction and supervises works of the Office, appoints / employs and dismisses its employees.
2. The Management Board grants authorisation to a person managing the Office to conduct current affairs of the Foundation.
3. The Management Board shall be obliged to create appropriate conditions for correct performance of the Office's tasks taking into account principles of fire safety and safety at work.
4. In the scope of rights and obligations resulting from employment relationship with employed workers provisions of the labour code shall respectively apply.

Final provisions

§13

1. The Foundation Council shall determine this Rules of Operation for the Foundation Management Board in form of resolution, which shall be passed in open voting.
2. Rules for the operation of the Management Board shall enter into force from the date of adoption of resolution on its acceptance.

3. Changes to Rules for the operation of the Management Board in its entirety or in part shall be carried out by the Foundation Council on written request of the Chair of the Foundation Council or the President of the Management Board, by way of resolution passed by simple majority of votes in open voting.

Warsaw, July 5th, 2012

The Chair of the Foundation Council

Professor Ewa Kuryłowicz, PhD, Architect