



## Fundacja im. Stefana Kuryłowicza

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### RULES OF THE STEFAN KURYŁOWICZ FOUNDATION COUNCIL

#### Basis of operation, composition and appointing the Foundation's Council

##### § 1

The Stefan Kuryłowicz Foundation, hereinafter referred in this Rules as the "Council", operates basing on binding provisions of law, Statute of the Stefan Kuryłowicz Foundation and provisions of this Rules.

##### § 2

The Foundation Council consists of persons appointed according to **§14** of the Foundation Statute.

##### § 3

Procedure of appointing and dismissing the Council Members is determined in of the Foundation Statute.

##### § 4

If a mandate of any Member of the Council expires then its Chair shall immediately convene a meeting of the Council, simultaneously applying for selection of the Council Members – according to **§14 section 2** of the Foundation Statute.

#### Procedure of the Council's operation

##### § 5

The Chair shall coordinate works of the Council. In case of her absence the Vice-Chair or other Member of the Foundation Council determined by the Chair is responsible for coordination of the Council's works.

##### § 6

The Foundation Council shall exercise its rights and obligations during meetings, according to **§16 and §17** of the Foundation Statute.

##### §7

The Council meeting, during which an annual report of the Management Board is examined, shall be convened each year until 30 September at the latest.

### **§8**

1. Meetings of the Foundation Council shall be convened by its Chair on her own initiative or on request of 1/3 of the Council members, in accordance with **§16** of the Foundation Statute.
2. Meetings of the Foundation Council shall take place at least once a year.
3. Members of the Foundation Council shall be informed about a meeting in writing via registered mail, fax or electronic mail at least 14 days before planned meeting.
4. Meetings of the Foundation Council are valid if at least half of its members is present.

### **§9**

1. Members of the first Foundation Council shall be appointed by the Founder, who also becomes a member of the Foundation Council as its Chair.
2. The next Members of the Council shall be selected according to §14 of the Foundation Statute.
3. The first meeting of the Foundation Council shall be convened by the Founder within no longer than 60 days starting from the date of the Foundation's registration by the Court.

### **§10**

1. Resolutions shall be passed by simple majority of votes in presence of at least half of the Council Members, in accordance with **§16** of the Foundation Statute.
2. In matters concerning disposal of property the Foundation Council passes resolutions by simple majority of votes at presence of at least 2/3 members of the Council, according to **§16** of the Foundation Statute.
3. In case of equal amount of votes, vote of the Chair shall be decisive – in line with **§ 16 ust.2** of the Foundation Statute.

### **§11**

1. Voting shall be open.
2. Secret voting shall be ordered during elections and in situations when resolution on suspension or dismissal of a member of the Management Board or the whole Management Board is passed.
3. The Chair of the Foundation Council may order secret voting on the Council's meeting on her initiative or on request of at least two Members of the Council.

### **§12**

1. Meetings of the Foundation Council shall be minuted.
2. The Chair of the Foundation Council or other Member of the Council, who chairs a meeting basing on the Chair's authorisation, shall appoint a minutes secretary. If such secretary is not appointed then member of the Foundation Council, who chairs a meeting, shall personally draw up minutes.

3. Minutes of the Foundation Council meeting shall contain:
  - a. consecutive number of minutes,
  - b. date and place of a meeting,
  - c. list of presence, agenda,
  - d. contents of passed resolutions and results of voting.

Dissenting opinions shall be included in minutes.

4. Texts of adopted resolutions shall be attached to minutes. Resolutions of the Foundation Council on current affairs shall be only noted down in minutes.
5. Minutes from meetings of the Foundation Council shall be signed by the Chair and a person, who draws up minutes, while resolutions of the Council shall be signed by all members of the Council participating in its adoption.
6. Originals of minutes drawn up during meetings of the Foundation Council shall be stored in the Foundation's registered office.

### **§13**

Members of the Council shall perform its obligations in person.

### **§14**

The Council may delegate particular supervising operations to its members.

## **Tasks and competence of the Council**

### **§15**

1. Tasks and competence of the Foundation Council are described in **§17** of the Foundation Statute.
2. The Foundation Council may establish by way of resolution / grant titles of the Foundation Partners of Friends. Title of a Partner or a Friend of the Foundation may be conferred on natural or legal persons, who support the Foundation in achievement of its statutory goals with its knowledge and experience.
3. Partners and Friends of the Foundation may be invited to meetings of the Foundation Council. Such invitations, depending on the agenda, shall be made by the Chair of the Foundation Council at her own discretion.
4. The Foundation Council shall keep register of Partners or Friends. Such register shall at least include: ordinal number, full name / name of a company, address of residence / registered office and date on which a Partner or a Friend was entered.

## **Final provisions**

### **§16**

1. The Management Board shall be obliged to assure the Foundation Council conditions necessary to perform its obligations.
2. The Foundation Council shall use rooms, devices and materials of the Foundation.

### **§17**

The Chair of the Foundation Council shall be authorised to decide in all matters not settled herein according to provisions of the Statute or relevant legal regulations.

### **§18**

1. The Foundation Council shall adopt this Rules in form of a resolution during an open voting.
2. Rules of the Foundation Council shall enter into force from the date when resolution on its adoption is passed.
3. Change of this Rules in its entirety or in its part shall be made only on written request of the Chair of the Foundation Council or of at least  $\frac{1}{4}$  of determined Council members during an open voting passed by simple majority of votes.

Warsaw, July 5th, 2012

The Chair of the Foundation Council

Professor Ewa Kuryłowicz, PhD, Architect