



## Fundacja im. Stefana Kuryłowicza

ul. Berezyńska 25, 03-908 Warszawa  
tel. +48 22 616 37 98, fax +48 22 616 37 99  
e-mail: fundacja-sk@apaka.com.pl  
www. fundacja-sk.pl

### STATUTE OF THE STEFAN KURYŁOWICZ FOUNDATION

#### General Provisions

##### § 1.

1. Ewa Kuryłowicz, hereinafter referred to as the "Founder" has established by way of a notary deed, drawn up on 26 March 2012 in the presence of Maria Ogrodzińska-Zalewska, the notary in Warsaw, Repertory A No. ....../2012, a Foundation named: **the Stefan Kuryłowicz Foundation**, hereinafter referred to as the "**Foundation**".
2. The Foundation shall act on the basis of the Act on Foundations dated 6 April 1984 (consolidated text: Journal of Laws 1991 No. 46 item 203) and provisions of this Statute.

##### § 2.

1. The Foundation has legal personality.
2. The Foundation was established for an indefinite time.

##### § 3.

The registered office of the Foundation is situated in Warsaw.

##### § 4.

1. The Foundation acts on the territory of the Republic of Poland and beyond its borders.
2. The Foundation may have branch offices and create other organizational units.
3. The Foundation may use its name translated to any selected foreign language for purposes of international Cooperation.

##### § 5.

The Foundation uses oval seal with its name and registered office in circumscription, stamps with identification data and distinctive logo.

##### § 6.

Supervision over the Foundation shall be exercised by the minister competent for issues of culture and national heritage.

## Goals and principles of the Foundation's activities

### § 7.

The goals of the Foundation are: 1) supporting and promoting any forms of architectural creativity, which underline connections between architecture and culture as well as culture-forming function of architecture, 2) promoting brave and responsible architectural work, 3) supporting development of theoretical rudiments of architecture, including also wide discussion on architecture, its influence on culture and architectural and urban order in the public space.

### § 8.

1. A special form of achieving the above mentioned goals shall be establishment of **the Stefan Kuryłowicz Award** in two categories as well as popularization of works of Associate Professor Stefan Kuryłowicz, PhD, Architect in forms determined in further provisions and periodic publications in mass media.
2. The Foundation will achieve its statutory goals by organising and supporting (financially, materially or organizationally) other persons, organisations and institutions, which carry out:
  - a. lectures, seminars and symposiums, conferences and panel discussions dedicated to connections between architecture, culture and enterprise,
  - b. activities popularizing profession of an architect,
  - c. activities aiming at popularization of principles of architectural and urban order in the public space,
  - d. activities supporting development of local societies, self-governed communities, non-governmental organizations and other institutions acting for the interest of society and for protection and conservation of historical monuments,
  - e. publishing activity.
3. The Foundation also accomplishes its goals by establishing **the Stefan Kuryłowicz Scholarship**, aiming at increasing development opportunities of school-age youth and students, volunteers and specialists in various fields, by creation of material basis for development of their talents and for extending possibilities of their own activeness.
4. The Foundation accomplishes its statutory goals by means of supporting activity of other people and institutions, which conduct activity of coincident goals, as well as by membership in organizations of Polish and foreign foundations of goals coincident or similar to goals of the Foundation.
5. None of the Foundation's activities shall be interpreted as substituting government institutions in fulfilling their statutory obligations.

## Estate and proceeds of the Foundation

### § 9.

1. Founding capital, granted by the Founder, amounts to PLN 50,000.00 (in words: fifty thousand PLN).
2. Estate of the Foundation consists of financial resources, real estate and other assets acquired by the Foundation in the course of its activity.
3. Resources for achievement of the Foundation's goals and covering expenses of its activity come from:
  - a. Founding capital and donations of the Founder,
  - b. Donations, gifts, subventions and inheritances both domestic and foreign,
  - c. Proceeds from assets, real estate and property rights, in particular securities and other financial instruments available on the capital market,
  - d. proceeds from donations, collections and other public events,
  - e. interest and proceeds from deposits on bank accounts,
  - f. proceeds from economic activity conducted by the Foundation,
  - g. proceeds from share in profits of legal persons.
4. A donor, who donates assets, may make a reservation that such assets shall be allocated for a particular type of the Foundation's activity. The Foundation Management Board may not accept such reservation. In such case the Foundation shall return donated assets to the donor. If a donor does not specify a purpose of donation the Foundation may allocate it for any of the statutory goals.
5. If the Foundation is appointed to inherit then it shall make a statement on acceptance of inheritance up to the level of net assets only if at the moment of making such statement it is obvious, that assets of succession significantly exceed inherited debts, otherwise such inheritance shall be rejected.
6. In case of acceptance of donations and inheritances statements required by law shall be made by the Foundation Management Board.
7. The Foundation shall not be entitled to the following activities:
  - a. grant loans or securing liabilities with the Foundation's estate in relation to members of the Foundation Council, members of the Foundation Management Board or the Foundation's employees and persons, with whom members of the Foundation Council, Management Board or employees are in a state of matrimony, cohabitation, direct consanguinity or affinity, secondary consanguinity or affinity up to second level or remain in an adoption-like relationship, custody or guardianship, hereinafter referred to as the "close relatives",
  - b. transfer the Foundation's estate to members of the Foundation Council, members of the Foundation Management Board or the Foundation's employees and their relatives, on principles other

- than in relation to third parties, in particular, if such transfer is free of charge or on preferential conditions,
- c. use the Foundation's assets for the benefit of members of the Foundation Council, members of the Foundation Management Board or the Foundation's employees and their close relatives on principles other than in relation to third parties, unless such use results directly from the statutory goal of the Stefan Kuryłowicz Foundation,
  - d. purchase goods or services from entities, in which participate members of the Foundation Council, members of the Foundation Management Board or the Foundation's employees and their close relatives, on principles other than in relation to third parties or at prices higher than market prices.
8. The Foundation allocates the surplus of proceeds over expenses for the statutory activity described in **§ 7 and § 8** of this Statute.

#### **§ 10.**

The Foundation may collect its funds in Polish currency (zloty - PLN) and in foreign currencies, according to binding provisions of law.

#### **§ 11.**

1. The Foundation may conduct economic activity, however all the profits from such activity shall be allocated for realization of statutory activity.
2. The Foundation shall conduct economic activity in the following scopes:
  - a. organization of trade shows, exhibitions and conventions (PKD 82.3);
  - b. publishing of books, periodicals and other publishing activities, excluding software (PKD 58.1);
  - c. other education (PKD 85.5).

#### **§ 12.**

1. The Foundation has unlimited liability for its obligations.
2. The Management Board decides to allocate 10% (in words: ten percent) of the founding capital of the Foundation, but not less than PLN 5,000.00 (in words: five thousand PLN) for conducting economic activity.
3. The Foundation's financial economy shall be conducted according to binding provisions of tax law.

### **Bodies of the Foundation**

#### **§ 13.**

Bodies of the Foundation are:

1. the Foundation Council hereinafter referred to as the "Council",
2. the Foundation Management Board hereinafter referred to as the "Board".

#### **§ 14.**

1. The Foundation Council shall consist of at least five members.
2. The first composition of the Council shall be appointed by the Founder. The next members of the Council, who will replace persons ceasing to perform their function or who will extend the Council's composition, shall be appointed the Foundation Council.
3. In justified cases dismissal of the Council member may take place by way of secret voting of other members.
4. The Founder shall also be a member of the Council and shall simultaneously perform function of its Chair. The Council Chair shall coordinate its works, represent the Council and convene and chair the Council meetings.
5. Members of the Foundation Council:
  - a. cannot be members of the Foundation Management Board and remain in a state of matrimony, cohabitation with or be subordinates of members of the Board,
  - b. cannot be convicted for wilful indictable or fiscal offences,
  - c. for holding the position of the Foundation Council member may only receive reimbursement of justified expenses of participation in meetings of the Foundation Council, including costs of travel.

#### **§ 15.**

1. The Foundation Council shall simultaneously constitute the Chapter of the Stefan Kuryłowicz Award mentioned in §8 section 1 of this Statute.
2. The Foundation Council shall pass the Rules of the Stefan Kuryłowicz Award.
3. The Chapter of the Stefan Kuryłowicz Award shall include winners of the previous editions of the competition.
4. The Founder, acting in concert with the Foundation Council may include in the Chapter of the Stefan Kuryłowicz Award other outstanding representatives of culture, science, architecture, government authorities, local government authorities or professional self-governing bodies.

#### **§ 16.**

1. The Foundation Council shall meet at least once a year.
2. The Foundation Council shall make decisions in form of resolutions by a simple majority of votes, in case of equal amount of votes the Chair's vote is decisive. The Foundation Council during performance of its functions may consult and consider opinions and assessments prepared by experts appointed for this purpose.
3. Procedure of the Foundation Council's operation shall be determined by Rules passed by itself.

#### **§ 17.**

1. The Foundation Council is a consultative body, which supervises activities of the Foundation.
2. Tasks of the Foundation Council include in particular:
  1. Supervision over the Foundation's activities.

2. Setting directions for the Foundations activity.
3. Granting scholarships.
4. Establishing, on the request of the Chair of the Foundation Council orders and honorary titles, as well as conferring them together with other distinctions to persons and institutions distinguished in achievement of purposes determined by the Foundation. Such distinctions shall be established after consultations with the Foundation Management Board.
5. Approving annual financial plans prepared by the Foundation Management Board.
6. Appointing and dismissing the President of the Management Board and members of the Board.
7. Making decisions on employment of the Board members and determining their remuneration.
8. Assessing works of the Management Board, accepting annual reports on the Foundation's activity, financial reports and providing acknowledgment for the fulfilment of duties by members of the Management Board. Lack of such acknowledgment does not influence their claims resulting from employment relationship.
9. Granting consent for disposal of a right or incurring by the Foundation of liabilities, value of which exceeds PLN 50,000.00 (in words: fifty thousand PLN).
10. Making decisions on change of the Statute and liquidation of the Foundation.

#### **§ 18.**

1. The Foundation Management Board may consist of one or many persons.
2. The Founder appoints the first Management Board.
3. The Founder may not be a member of the Foundation Management Board.
4. Persons convicted for wilful indictable or fiscal offences cannot be members of the Management Board.
5. Term of each Board lasts four (4) years. Function of the Management Board member may be held for more than one term.
6. The Management Board may choose from its circle one or two Vice-Presidents.
7. The organizational structure and forms of the Board's activity shall be determined by Rules of the Board's operation passed by the Foundation Council.

#### **§ 19.**

1. The Management Board coordinates activity of the Foundation and represents it before third parties.
2. Tasks of the Management Board include all issues not reserved for competence of the Founder or the Foundation Council, in particular:
  - a. coordinating current activities of the Foundation and managing its estate,
  - b. representing the Foundation before the third parties,

- c. accepting donations, inheritances, gifts, subventions and grants,
  - d. preparing rules of operation for the Foundation's office,
  - e. preparing annual reports on the Foundation's activity, including financial reports,
  - f. preparing annual financial plans and plans of activities,
  - g. making decisions on joining companies, associations and other organisations and on their establishment – after acquiring written positive opinion from the Chair of the Foundation Council,
  - h. employing and dismissing employees as well as determining their remuneration.
3. 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 President's vote shall be decisive.
4. Meetings of the Management Board shall take place according to needs, but at least once a quarter.
5. The Management Board may appoint proxies to coordinate separate tasks of the Foundation.
6. Once a year, until 30 September, the Management Board shall be obliged to present annual report on the Foundation's activity to the Foundation Council.

#### **§ 20.**

1. The following persons shall be entitled 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.
2. Statement of intent on behalf of the Foundation, in the scope of ordinary management, may be made by any member of the Management Board independently.

#### **§ 21.**

1. Director of the Foundation's Office, whose competence is determined by the Board, shall perform management and executive activities in relation to resolutions passed by the Management Board.
2. Director of the Foundation's Office shall be appointed by the Board on the President's request after acquiring positive opinion from the Chair of the Foundation Council. One of the Board members shall be a Director of the Foundation's Office.
3. President of the Management Board may, according to needs and on the request of Director of the Foundation's Office, appoint his deputies.
4. Conditions of work and remuneration of the Foundation's Office Director, his deputies and employees of the Foundation's Office shall be determined by the President of the Management Board in concert with the Chair of the Foundation's Council.
5. Administrative service of the Foundation Council and Board shall be performed by the Foundation's Office.
6. The Foundation's Office shall be subject to the Foundation's Director.

## **Change of the Statute**

### **§ 22.**

1. Decisions on change of the Foundation's Statute shall be made by the Foundation Council.
2. Changes in the Foundation's Statute cannot concern goals of the Foundation determined in the incorporation deed.

## **Merger with other Foundation**

### **§ 23.**

1. The Foundation may merge with other Foundation in order to effectively accomplish its goals.
2. Merger mentioned in section 1 above cannot take place if such merger would result in change of the Foundation's goals.
3. Decisions on merger shall be made by the Foundation Council by way of unanimous resolution passed after consultations with the Foundation Management Board.

## **Liquidation of the Foundation, final provisions**

### **§ 24.**

1. Meetings of the Foundation bodies shall be minuted in the book of minutes of each body of the Foundation.
2. The Foundation Council shall pass resolution on liquidation of the Foundation if goals, for which the Foundation was established, are achieved or if financial resources and estate of the Foundation are exhausted.
3. If the Foundation Council does not appoint liquidators in the resolution mentioned in section 1 above then liquidation of the Foundation shall be conducted by the Foundation Management Board.
4. If some financial resources or estate remain after the liquidation they shall be transferred, subject to article 5 section 4 of the Act on Foundations, for public benefit purposes to other, determined by the Foundation Council, public benefit organisations operating on the territory of the Republic of Poland, statutory goals of which are similar to goals of the Foundation.

### **§ 25.**

Entitlements of the Founder resulting from the Act on Foundations and this Statute shall expire at the moment of her death and shall not be transferred to her heirs, unless otherwise provided in her will.

### **§ 26.**

The Statute shall enter into force on the date of the Foundation's registration in the National Court Register.