

The Lesław A. Paga Foundation Articles of Organisation

Uniform Text

SECTION I. GENERAL PROVISIONS

§1

1. The foundation, under the name “Foundation”, hereinafter referred to as “Foundation”, is established by:
 - 1) Ewa Paga,
 - 2) Paulina Paga,hereinafter referred to as the “Founders”, by means of a Notarial Deed dated 20 January 2009, Ref. No. A 409/2009, prepared before Assistant Notary Public, Katarzyna Jędrzejczak-Brzezińska, substitute for Notary Public Danuta Kosim-Kruszewska.
2. The Foundation operates on the basis of the provisions of the Act on Foundations of 6 April 1984 (uniform text: Journal of Laws from 1991 No. 46 item 203, as amended), and on the basis of these Articles of Organisation.
3. The Foundation has a legal personality.

§2

1. The Foundation is headquartered in Warsaw.
2. The term of the Foundation is indefinite.

§3

1. The Foundation operates on the territory of the Republic of Poland.
2. For the performance of its activities, the Foundation can create branches and affiliates.
3. For the purpose of executing its objectives, the Foundation can perform activities beyond the borders of Poland.

§4

The Minister of Economy is the applicable minister in connection to the objectives of the Foundation.

§5

1. The Foundation can use a stamp with a text indicating its name and headquarters.
2. The Foundation can use the following English name: “The Lesław A. Paga Foundation”.
3. The Foundation can establish badges and honorary titles, and award them together with other awards and honours to natural and legal persons who contribute to the Foundation’s objectives or the Foundation itself.

SECTION II. OBJECTIVES AND PRINCIPLES OF OPERATION

§6

1. The goal of the Foundation is to support innovation and economic development, including the development of entrepreneurship, educational and upbringing activities promoting good practices in business, supporting personal development and active participation in spreading diversity and social responsibility, as well as activities related to equal opportunities.
2. The recipients of the Foundation's activities are: talented university students and graduates dealing with economic issues, as well as the elderly and seniors, people at risk of digital and social exclusion, people with low income, social minorities.

§7

The Foundation fulfils its objectives by means of the following:

1. supporting and promoting organisational culture and management style based on best practises and high ethical, and professional standards, among Polish entrepreneurs,
2. granting honorary awards and material prizes,
3. organising the Academy of the Capital Market Leaders and carrying out other training and educational programmes for students and graduates of Polish universities interested in the capital market,
4. awarding scholarships,
5. organising conferences, workshops, symposia, lectures and classes,
6. cooperation with universities in the scope covered by the Foundation's objectives,
7. cooperation with Polish and foreign entities, institutions and social organisations operating in the scope covered by the Foundation's objectives,
8. supporting activities of other legal and natural persons, whose operations correspond to the Foundation's objectives.

SECTION III. ASSETS AND INCOME OF THE FOUNDATION

§8

1. The Foundation's assets are composed of the Founding Capital in the amount of PLN 2,500.00 (say: two thousand five hundred), fully provided by the Founders in the following parts: PLN 1,250.00 (say: one thousand two hundred fifty) by Ewa Paga and PLN 1,250.00 (say: one thousand two hundred fifty) by Paulina Paga, as well as financial means, real estate and other assets purchased by the Foundation within its operations.

2. The amount of PLN 1,000 (say: one thousand) from the Founding Capital is provided for business activity purposes.

3. The Foundation's income can be obtained particularly from the following:

- a) donations, inheritances and bequests,
- b) subsidies from legal persons,
- c) income from assets, real estate and property rights,
- d) bank interest,
- e) income from fundraisers and public events,
- f) income from shares in company profits in which shares (stock) was purchased by the Foundation during its operations,
- g) income from business activity.

4. Income from donations, inheritances, bequests and subsidies can be used for executing all objectives of the Foundation, if the donators did not decide otherwise. The Foundation's Management Board does not have to accept conditions of the donator. In such a case the Foundation will make a refund of the funds donated by the donator. If the funds are not accompanied by a specification of a particular objective, the Foundation can use the for executing any of its statutory objectives.

5. If the Foundation is appointed for inheritance, the Foundation's Management Board submits a statement on accepting the inheritance up to the value of assets.

§9

The Foundation is responsible for its liabilities with its entire assets.

SECTION IV. BUSINESS ACTIVITY OF THE FOUNDATION

§10

The Foundation can conduct a business activity for the purpose of executing the statutory objectives, in the following scope:

1. Other non-school education n.e.c. (PKD 85.59.B),
2. Book publishing (PKD 58.11.Z),
3. Publishing of journals and periodicals (PKD 58.14.Z),
4. Other publishing activities (PKD 58.19.Z),
5. Media representation (PKD 73.12),
6. Organisation of conventions and trade shows (PKD 82.30.Z),

7. Activities of professional membership organisations (PKD 94.12.Z).

§11

The Foundation maintains financial management and accounting according to the applicable laws.

§12

The calendar year equals to the accounting year.

SECTION V. FOUNDATION GOVERNING BODIES

§13

The Foundation's Governing Bodies are as follows:

- a) Foundation Council, hereinafter referred to as the "Council",
- b) Management Board of the Foundation, hereinafter referred to as the "Management"

Foundation Council

§ 14

1. The Foundation Council is composed of 3 (three) to 17 (seventeen) people.
2. The Members of the Foundation Council are appointed by the Founders, whereas the President and Vice-President are appointed upon obtaining an opinion from the key institutions operating in the capital market, i.e. the Warsaw Stock Exchange and the Central Securities Depository of Poland. Each of the above institutions should express their opinion in writing within 7 days from obtaining information in this regard. Absence of the opinion or negative opinion does not exclude the possibility of appointing the person to which the opinion refers. The fact of appointing a given person to the composition of the Foundation Council is notified by the Founders to the Foundation Council in writing or by e-mail.
3. Members of the Foundation Council cannot be members of the Management Board.
4. Members of the Foundation Council are appointed for a period of joint office. The term of office of the Foundation Council lasts three years. It is allowed to appoint the same people for subsequent office terms in the Foundation Council.
5. A person with a criminal record for willful misconduct cannot be a member of the Foundation Council.
6. A membership in the Foundation Council ends as follows:
 - a) in the case of dismissing by Founders, and particularly in the case of:
 - i. improper execution of the function of the Foundation Council's member;
 - ii. violation of the provisions of these Articles of Organisation;

- iii. permanent loss of the ability to carry out the function as a result of an illness or disability;
- iv. occurrence of other circumstances which cause loss of trust to a given member of the Foundation Council;

whereas the Foundation Council and the dismissed person will be notified about this fact by the Founders in writing or by e-mail. Members of the Foundation Council will also receive a justification of such a dismissal

b) expiry of the office term;

c) death;

d) a given member submitting a resignation;

e) committing a crime for willful conduct confirmed by means of a lawful court decision.

7. Members of the Foundation Council do not receive a remuneration for carrying out their function.

8. Members of the Foundation Council can be members of Juries granting awards and scholarships, as well as members of other permanent and temporary bodies of the Council.

§ 15

1. The Foundation Council is an opinion-making body and provides continuous control over the operations of the Foundation.

2. The competences of the Foundation Council, apart from matters specified in the provisions of these Articles of Organisation, include:

a) supervision over the Foundation's operations;

b) specifying the directions of the Foundation's operations, adopting annual programmes of the Foundation's operations and its financial plans;

c) with reservation of the provisions of § 18 hereof, appointing and dismissing members of the Foundation's Management Board;

d) approval of annual statements of the Management Board on the Foundation's operations, including also statements submitted to the applicable minister;

e) approval of the working regulations for the Management Board and approval of the working regulations for the Foundation Council;

f) assessment of the Management's work and acknowledgement of the fulfilment of duties by members of the Management Board;

g) proposing changes in the Articles of Organisation and providing opinions on changes in the Articles of Organisation submitted to the Council by the Management Board for opinion;

h) providing opinion in all matters considered important by the Council by means of resolutions resulting from the Council's own initiative or upon request of the Management Board;

i) determining the amount of remuneration for the members of the Management Board and concluding agreements with them in relation to their function;

j) appointing and dismissing members of Juries granting awards and scholarships and adopting regulations applicable to such awards;

k) adopting resolutions in other matters presented by the Management Board or any of the Founders.

3. In order to execute its control activities, the Foundation Council is authorised to request the Management to present documents relating to the Foundation and concerning the scope of competences of the Foundation Council, referred to in item 2 above.

§ 16

1. The President and Vice-President of the Foundation manage the works of the Foundation Council and represent it before external entities.

2. The President and Vice-President of the Foundation Council independently are authorised to conclude agreements with the members of the Management Board.

§ 17

1. The Foundation Council works during meetings appointed as necessary, but no less often than once every six months.

2. Meetings of the Foundation Council are appointed by its President or Vice-President at their own initiative or upon request of the Management Board, a Founder or at least 1/3 of the Foundation Council's members.

3. The meetings of the Foundation Council are chaired by its President and if the President is absent, by the Vice-President or a member of the Foundation Council selected by members of the Foundation Council present at the meeting.

4. The meetings of the Foundation Council can be appointed in writing or by means of fax, telephone, electronically or in the form of a verbal notification presented directly to its members.

5. The meetings of the Foundation Council can be convened via the telephone allowing communication of all members participating in such meetings. The place of holding the meeting in such a case will be the location of the host of a given meeting. Minutes from such meetings should be signed by all participating members of the Foundation Council.

6. The members of the Foundation Council can take part in adopting resolutions of the Foundation Council by expressing their vote in writing through another member of the Foundation Council. Voting by means of this method cannot take place in matters introduced to the meeting agenda during a meeting of the Foundation Council or in the case of appointing or dismissing a President or member of the Management Board.

7. Members of the Management Board, Founders and other people invited by the Foundation Council can participate in meetings of the Foundation Council, acting as advisors.

§ 17a

1. Subject to the provisions of item 2 above, § 22 and § 23, resolutions of the Foundation Council are adopted by means of a majority of votes.

If the number of votes is equal, the host of the meeting will have a deciding vote. If the Foundation Council is composed of three people, at least 2 people have to be present in order to adopt a resolution of the Foundation Council.

2. Resolutions of the Foundation Council relating to appointing and dismissing the President and members of the Management Board are adopted by means of a majority of votes (2/3).
3. Resolutions of the Foundation Council can be adopted without convening a meeting by means a written voting procedure.
4. If a resolution is adopted in the mode referred to in item 3, the draft resolution should be provided to all members of the Foundation Council along with a letter from the President of the Foundation Council or Vice-President of the Foundation Council, with a description of the mode, date and place of submitting the resolution signed by a given member of the Foundation Council.
5. A resolution adopted in a circulation mode is valid only after at least half of the members of the Foundation Council have signed it.
6. The President or Vice-President of the Foundation Council notifies members of the Foundation Council about the result of voting for a resolution.
7. The content of the resolution of the Foundation Council adopted in mode referred to in item 3 will be presented to the Foundation Council at the upcoming meeting by the President or Vice-President of the Foundation Council.
8. Resolutions relating to the Articles of Organisation or liquidation of the Foundation cannot be adopted in the mode referred to in item 3 above.

Management Board of the Foundation

§ 18

1. The Management Board is composed of 1-4 members, including a Management Board President.
2. The Management Board of the Foundation is appointed by the Foundation Council among people proposed by the Founders.
3. The office term of the Management Board is three years.
4. Members of the Management Board, excluding the President of the Management Board can be dismissed by the Council any time.

§19

The duty of the Management Board is to undertake any activities and take decisions to the benefit of and on behalf of the Foundation not reserved in the competences of the Council.

§20

1. The Management Board's competences include:
 - a) managing the operations of the Foundation and representing it before external entities,
 - b) managing the Foundation's assets,
 - c) accepting donations, inheritances, bequests or subsidies,
 - d) preparing an annual financial plan and annual statement on the operations of the Foundation, and their submitting for approval by the Foundation Council,
 - e) taking decisions in any other matters not included in the competences of the Foundation Council.
 - f) arranging the size of employment, principles of remuneration and amount of means for remuneration and bonuses for the employees of the Foundation, subject to item 3.
2. The President of the Management Board independently or two members of the Management Board are authorised to make statements of will on behalf of the Foundation.
3. Without consent of the Foundation Council, the Management Board can make expenses within limits and under principles specified in the financial plan of the Foundation.
4. Every year, by 31st December, the Management Board will submit an annual financial plan of the Foundation for the following year to the Foundation Council, and by 1st June, an annual statement on the Foundation's operations in the previous year.
5. The plan and statement are subject to an approval by the Foundation Council.
6. The Management Board adopts resolutions by means of the majority of votes. If the number of votes is equal, the President of the Management Board will have the deciding vote

§21

Members of the Management Board can be remunerated for carrying out their functions.

SECTION VI. CHANGES IN THE ARTICLES OF ORGANISATION

§22

1. Changes in the Articles of Organisation cannot relate to significant changes in the Foundation's objective.
2. Subject to the provisions of item 4, changes in the Articles of Organisation are made by the Foundation Council by means of the majority of votes (2/3) with participation of at least a half of the Foundation Council composition.
3. Changes adopted by the Council require approval of the Founders.
4. A decision relating to changes in the Articles of Organisation can also be taken by the Founders by means of a resolution.

SECTION VII. LIQUIDATION

§23

1. The Foundation can be liquidated if its objectives are fulfilled or after the financial means and assets are exhausted, upon a decision made by the Foundation Council as well as upon request of the Founders.
2. In order to make a decision relating to liquidation, attendance of 2/3 of the composition of the Foundation Council is required as well as a consent of all members of the Foundation Council present at the meeting.
3. The provisions of item 2 will not apply if the Foundation is liquidated upon request of its Founders. In such a case, the Founders' resolution is the basis for liquidation.
4. If the Foundation is liquidated, the function of a Liquidator is carried out by the President of the Foundation's Management Board or any other person appointed by the Foundation Council.
5. The assets remaining after liquidation will be transferred to institutions whose activities correspond to the Foundation's objectives, indicated by the Foundation Council for this purpose.

SECTION VIII. MERGER WITH ANOTHER FOUNDATION

§24

1. For effective execution of the Foundation's objectives, it can merge with another foundation. Such a merger can only take place by means of acquisition of another foundation (incorporation).
2. A decision on merger with another foundation is made by the Founders in the form of a unanimous resolution, adopted in an open vote procedure.

SECTION IX. FINAL PROVISIONS

§25

The Foundation submits annual statements on their operations in the preceding year to the supervising body specified in § 4 hereof.

Signed by

Ewa Paga
Chief Executive Officer

