

# **STATUTE OF the World for Ukraine FOUNDATION (W4UAF)**

## **General provisions**

### **Article 1**

The Foundation under the name: **the World for Ukraine FOUNDATION (W4UAF)**, hereinafter referred to as the 'Foundation', established by the 'Founder', by Notarial Deed Register A no. 3862/2022 drawn up on 31/08/2022 by Notary Radosław Wiśniowski in the Notary Office in Rzeszów at ul. Hetmańska 13 (35-045), acts on the basis of the provisions of the Polish Act of 6 April 1984 on foundations (Journal of Laws of 1991, no. 46, item 203, as amended) and this Statute.

### **Article 2**

The Foundation has legal personality.

### **Article 3**

The Foundation's registered office is in Jasionka, Trzebownisko commune (Podkarpackie Province).

### **Article 4**

1. The Foundation's area of activities is the territory of the Republic of Poland, however in the scope necessary for the proper fulfilment of statutory objectives it may also conduct activities outside the Republic of Poland.
2. For the purposes of international cooperation, the Foundation may use the translation of its name in other foreign languages, e.g. W4UA Foundation.
3. The Foundation may establish branches, establishments, offices, agencies and other organisational units in Poland and abroad, as well as join other domestic and foreign foundations, associations, companies and other organisations with objectives similar to or identical with the Foundation's statutory objectives.

4. The Foundation's statutory objectives may be implemented in cooperation with other entities whose objectives are similar to or identical with the Foundation's statutory objectives.
5. The Foundation may establish badges and medals of honour and award them together with other distinctions to natural and legal persons of merit for the Foundation.

#### **Article 5**

The duration of the Foundation is unlimited.

#### **Article 6**

The Minister competent for the objectives of the Foundation is the Minister of Foreign Affairs.

### **Objectives and principles of the Foundation's operation**

#### **Article 7**

The Foundation's objective is to integrate and support activities of: non-governmental organisations, local government institutions, entrepreneurs and natural persons, as well as to defend human rights by acting for:

1. Cooperation and integration of initiatives, movements, civil societies and countries with other subjects of international law;
2. Building a partnership between the Republic of Poland and other countries, as well as between citizens of these countries;
3. Actions for the development of initiatives, movements and civil societies on the basis of values and standards of functioning of public life in the Member States of the European Union;
4. Actions for changes aimed at providing citizens with equal opportunities in their intellectual, professional, social and cultural development and full enjoyment of civil rights;
5. Security and public order, development of self-governance, education, culture,

health protection and increase in the accessibility and improvement of functioning standards of other public services.

6. Actions for the development of economic, scientific, technical and cultural cooperation as well as supporting and undertaking joint initiatives in these areas.

### **Article 8**

The Foundation fulfils its objectives by:

- 1) Organising and running forums, conferences and other events with the participation of representatives of politics, business, non-governmental organisations and economic life from Poland and abroad;
- 2) Organising, running and supporting workshops, seminars and training in particular for natural persons, enterprises, state and local government institutions, student self-governments, professional self-governments, employers' organisations, trade unions, religious associations, social movements, political groups and non-governmental organisations in the scope covered by the Foundation's statutory objectives;
- 3) Organising public meetings, charity events, auctions, exhibitions, vernissages, happenings, promotional and advertising campaigns and music concerts as well as other events in the scope covered by the Foundation's statutory objectives;
- 4) Advising for natural persons, enterprises, state and local government institutions, student self-governments, professional self-governments, employers' organisations, trade unions, religious associations, social movements, political groups and non-governmental organisations in the scope covered by the Foundation's statutory objectives;
- 5) Publishing activities;
- 6) Providing financial, in-kind, legal, substantive and organisational assistance to: enterprises, state and local government institutions, professional self-governments, employers' organisations, trade unions, religious associations, social movements, political groups, non-governmental organisations and natural

persons, including persons requiring humanitarian and medical assistance, also organising medical and first aid training, in the scope of and according to the applicable provisions of law and by qualified persons;

- 7) Establishing funds and scholarship programmes as well as financing scholarships for talented and socially active children, youth and students, people subjected to repression or people in a difficult financial situation;
- 8) Researching and analysing violations of human rights, in particular civil rights and the right to seek protection from persecution, and social phenomena, also on the basis of empirical data, synthesising and collecting them in databases and presenting them in the form of analyses, reports, presentations, infographics, multimedia and other kinds of studies;
- 9) Purchasing equipment, devices, materials and services for the fulfilment of the Foundation's statutory objectives, as well as transferring or making them available free of charge to natural persons and other entities operating in the scope covered by the Foundation's statutory objectives;
- 10) Activating local communities and increasing their impact on decisions made in the area of investments and directions of the region development;
- 11) Assistance in solving legal, economic, social and environmental problems;
- 12) Actions for people at risk of social exclusion.

## **Article 9**

1. In addition to the implementation of projects initiated by it, the Foundation cooperates with natural persons and other entities for the achievement of the Foundation's statutory objectives. This cooperation may have the form of financial support, including partial or full financing of a given project or assistance in obtaining necessary funds from other sources, as well as information, in-kind, legal and organisational support, or possession by the Foundation of the status of the support recipient in the equivalent scope.
2. The Foundation fulfils its statutory objectives also through membership in

organisations associating non-governmental organisations and other Polish and foreign entities with objectives similar to or identical with the Foundation's statutory objectives.

3. Within the fulfilment of statutory objectives, the Foundation may initiate proceedings and join proceedings pending before law enforcement and judicial authorities and public administration bodies as a social organisation in the manner and on the terms set out in the applicable provisions of law.

### **Assets and income of the Foundation**

#### **Article 10**

1. The Foundation's assets include:
  - a. Founding capital – the Founder's cash contribution in the amount of PLN 1,000,000.00 (one million zloty) will be earmarked for the Foundation's statutory activities.
  - b. Other assets and property rights, including financial assets, securities, intangible assets and other tangible assets, also immovable and movable assets acquired by the Foundation in the course of its activities.

#### **Article 11**

1. The Foundation's income comes from:
  - 1) paid activities for public benefit;
  - 2) donations, inheritances, legacies, subsidies, endowments, grants, other gratuitous benefits;
  - 3) securities, capital investments;
  - 4) bank interest and income from movable and immovable assets;
  - 5) income from public fundraisers and events, lotteries and other social campaigns organised by the Foundation on the basis of relevant permits;
  - 6) income from property rights;
  - 7) shares in companies.
2. The income listed in section 1 may come from Poland and from abroad.

3. Income from the source listed in section 1(a) may be used for the fulfilment of the Foundation's statutory objectives at the discretion of its Management Board if the donors have not indicated a specific purpose for which the funds are to be used and that purpose is compliant with the Foundation's statutory objectives.
4. The Foundation's Management Board makes statements on the acceptance of donations and inheritances, required by the provisions of law.
5. If the Foundation receives an inheritance, the Foundation's Management Board makes a statement on the acceptance of the inheritance up to the level of net assets, provided that at the time of making this statement it is clear that the inheritance assets significantly exceed the inheritance debts.
6. The Foundation does not accept any income from the source listed in section 1(a) if its acceptance is contrary to the activities conducted by the Foundation.

## **Article 12**

1. The fulfilment of the Foundation's objectives, through the use of income from subsidies, inheritances and legacies received, should be performed with respect for the will of the testators or donors.
2. The Foundation's assets and income may not be used for the benefit of natural persons or other entities in the scope in which they do not conduct activities compliant with the Foundation's objectives, except for cases of the acquisition of property rights or the payment of remuneration for services provided to the Foundation, in the situation when these activities serve the fulfilment of its statutory objectives, and the costs incurred are adequate to the market value of the acquired property right, and the remuneration for the services is reasonable.
3. The Foundation's assets and income generated from its activities may not be allocated or used for granting loans or securing liabilities of its bodies' members, employees and their 'related persons'.
4. No assets of the Foundation may be transferred to persons specified in section 3 on principles other than in relation to third parties.

5. 'Related persons' referred to in section 3 are persons with whom the members of the Foundation's Management Board or its employees remain or have remained in marital relationship or in lineal consanguinity or affinity or in collateral consanguinity or affinity up to the second degree or are or have been related on account of adoption, custody or guardianship.
6. The Foundation conducts financial management and accounting in accordance with the regulations applicable to legal persons.
7. The balance-sheet surplus is allocated to strengthening the Foundation's capacity as well as the professional and social reintegration;
8. The remuneration of all employees, including managerial staff, is limited, i.e. it does not exceed the value referred to in Article 9(1)(2) of the Polish Act of 24 April 2003 on public benefit and volunteer work.

### **Article 13**

1. The Foundation's financial year is the calendar year.
2. The first financial year ends on 31/12/2023.

### **Foundation's authorities**

#### **Article 14**

1. The Foundation's authorities are:
  - 1) the Foundation's Council;
  - 2) the Foundation's Management Board,

### **Foundation's Council**

#### **Article 15**

1. The Foundation's Council is the Foundation's body which takes decisions, controls and issues opinions.
2. The Foundation's Council sets out general directions of the Foundation's activities and

performs other activities provided for in this Statute.

3. The Foundation's Council consists of two to five persons, including the Chairperson of the Foundation's Council and members of the Foundation's Council, appointed for an indefinite period of time.
4. The members of the first Foundation's Council, including the Chairperson of the Council, are appointed by the Founder. The next members of the Council in the place of persons who have ceased to perform this function or in the case of the extension of the Council composition are appointed by the decision of the Foundation's Founder. If the Chairperson of the Foundation's Council ceases to perform this Function, the Foundation's Founder chooses the Chairperson from the Foundation's Council.
5. In the case of death, resignation or dismissal of the member of the Foundation's Council, for the validity of resolutions adopted by it, including resolutions concerning amendments to the Statute, the Foundation's Council should be composed of at least three members. If there are two members in the Foundation's Council, the Founder is obliged to extend within three months the composition of the Foundation's Council to the required minimum number of its members.
6. Meetings of the Foundation's Council are held depending on the needs, on the initiative of at least 1/3 of its members or at the Management Board's request, but at least once a year. Meetings are convened by the Chairperson of the Foundation's Council.
7. Resolutions of the Foundation's Council are adopted by a simple majority of votes in the presence of at least half of its composition; in the case of equal number of votes, the Chairperson of the Foundation's Council has the casting vote.
8. The appointment or dismissal of the member of the Foundation's Council takes place by way of a resolution of the Foundation's Founder. The Foundation's Founder may grant a written power of attorney or appoint an external proxy.
9. Meetings of the Foundation's Council may be held with the use of electronic means of communication.

10. Members of the Management Board and other invited persons may participate in meetings of the Foundation's Council as observers at its invitation.

### **Article 16**

1. The tasks of the Foundation's Council include in particular:
  - 1) Appointing and dismissing members of the Foundation's Management Board, including the President of the Management Board, hereinafter referred to as the President of the Foundation, except for the first composition of the Management Board appointed by the Founders.
  - 2) Determining the rules for remuneration of members of the Management Board and approving the scope of their rights.
  - 3) Evaluating the Management Board's work, adopting annual reports and granting discharge to members of the Foundation's Management Board.
  - 4) Reviewing current activities of the Foundation's Management Board.
  - 5) Supervising the Foundation's general activities.
  - 6) Taking decisions, at the request of the Foundation's Management Board, concerning merger with another Foundation or liquidation of the Foundation.

### **Procedure for appointing and dismissing members of the Management Board**

#### **Article 17**

1. Two weeks before the meeting concerning the appointment or dismissal of a member of the Management Board, the Foundation's Council informs the given person by registered mail, via e-mail or in person about the intention to adopt the resolution in question.
2. Appointing and dismissing a member of the Management Board requires the adoption of the resolution by an absolute majority of votes of the members of the Foundation's Council.
3. A resolution on appointing and dismissing a member of the Management Board

requires for its validity a prior written consent of the Chairperson of the Foundation's Council.

4. In the case of adopting a resolution on appointing or dismissing a member of the Management Board without the prior written consent of the Chairperson of the Foundation's Council, such a resolution is deemed absolutely invalid and ineffective.

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

#### **Article 18**

1. The Foundation's Management Board consists of one to three persons, including the President of the Foundation and members of the Management Board appointed for an indefinite period of time.
2. The Management Board manages the current activities of the Foundation and represents it outside. The Foundation's Management Board handles all matters not reserved for the powers of the Foundation's other bodies, in particular:
  - 1) it supervises the Foundation's assets;
  - 2) it implements resolutions of the Foundation's Council;
  - 3) it determines the number of employees and the amount of funds for remuneration;
  - 4) it organises and supervises the Foundation's economic activities;
  - 5) it accepts subsidies, donations, inheritances and legacies;
  - 6) it creates and closes down units and organisational structures of the Foundation.
3. The powers of the Management Board include the submission of an application concerning amendments to the Foundation's Statute as well as the Foundation's merger or liquidation.

#### **Article 19**

1. In the case of the collective Management Board, resolutions are adopted by a simple majority of votes, in the presence of at least half of the total number of its members. In the case of equal number of votes, the President of the Management Board has the

casting vote.

### **Manner of representation**

#### **Article 20**

In the case of one-person Management Board, the President of the Management Board makes statements on behalf of the Foundation acting alone. In the case of the Management Board consisting of two or more persons, each member of the Management Board acting independently is entitled to make statements on behalf of the Foundation.

### **Transitional and final provisions**

#### **Article 21**

1. The Foundation's Council is entitled to amend this Statute as well as the objectives of the Foundation's activities contained herein. The amendments enter into force by a resolution of the Foundation's Council by a majority of at least 3/4 of its composition.

#### **Article 22**

1. The Foundation's Council takes decisions on the Foundation's liquidation.
2. A majority of 3/4 of the members of the Foundation's Council takes the decision on the Foundation's liquidation upon the consent of the Chairperson of the Foundation's Council.
3. The property remaining after the Foundation will be transferred to another organisation with activity objectives similar to or identical with the Foundation's statutory objectives.

#### **Article 23**

The provisions of the Polish Act of 6 April 1984 on foundations (Journal of Laws of 1991, no. 46, item 203, as amended) apply to matters not regulated herein.

Jasionka, 31/08/2022.