

**STATUTES of the foundation  
Center for Innovative Education  
(Statutes as of November 1<sup>st</sup>, 2023)**

**CHAPTER I  
General Provisions**

**§ 1**

Foundation under the name "Center for Innovative Education" hereinafter referred to as the Foundation, was established by the will of Joanna Bochniarz, hereinafter referred to as the "Founder " in a notarial deed drawn up at the Notary's Office in Warsaw at Chlodna Street No. 15, on the 9<sup>th</sup> of February, 2015 (repertory A no. 1043/2015).

**§ 2**

1. The Foundation has a legal personality.
2. The Foundation operates under the applicable laws and this Statute.
3. The duration of the Foundation is unlimited.
4. The Minister responsible for matters of education holds supervision over the Foundation's activities.

**§ 3**

1. The Foundation's seat is in Bukwałd, Warmińsko-Mazurskie Province in Poland.
2. For the proper implementation of its objectives, the Foundation may operate outside the country's borders, in accordance with applicable legal order.
3. The Foundation has the right to establish domestic offices and branches and abroad.
4. The Foundation may use a distinctive logo.

**CHAPTER II  
Foundation objectives and methods of their implementation**

**§ 4**

The purpose of the Foundation is to promote development of education, through the implementation and popularization of modern methods of learning and social, professional and personal development of the citizens and to promote social and professional integration.

**§ 5**

1. The Foundation pursues its objectives through unpaid public benefit activities and paid public benefit activities.
2. The Foundation's unpaid public benefit activities include:
  - (a) creation of its own modern educational programs, pro-health prevention programs, socio-professional integration, professional activation and the fight against all types of discrimination and exclusion for various groups of beneficiaries;
  - b) conducting scientific research in the field of pedagogy in its broadest sense and its impact on societies;
  - c) organizing conferences, lectures, readings, seminars, workshops and meetings for educators, psychologists, psychotherapists, teachers, educators, doctors, nurses, speech therapists, parents and other professional and social groups, and for children and young people, especially those affected by discrimination and/or exclusion;
  - (d) non-profit publishing activities through the publication of books, brochures, preparation of didactic audio and video recordings;

(e) funding of scholarships;

f) organizing, financing and participating in shows, exhibitions and concerts and other events aimed at popularizing innovative education;

g) cooperation with ministries whose statutory objectives are similar to those of the Foundation;

h) participation in cultural events, auctions, festivals and other events organized by other entities enabling propaganda and charitable actions in the scope of the Foundation's activities;

(i) taking up shares in commercial law companies, the income of which will be used to achieve the statutory objectives of the Foundation.

3. The paid public benefit activities of the Foundation include:

(a) dissemination and promotion of modern educational programs, pro-health prevention, socio-professional integration, professional activation and the fight against all types of discrimination and exclusion for various groups of beneficiaries created by other institutions, organizations, businesses and local governments;

b) organizing trainings and courses for educators, psychologists, psychotherapists, teachers, educators, doctors, nurses, speech therapists, parents and other professional and social groups as well as individuals, and for children and young people, especially those affected by discrimination and/or exclusion;

(c) publishing reports and didactic materials publicizing educational, pro-health prevention, socio-occupational integration, vocational activation and fight against all types of discrimination and exclusion programs created by local and regional government, entrepreneurs and other NGOs.

### **CHAPTER III The Foundation's assets**

#### **§ 6**

The components of property intended to achieve the objectives of the Foundation are funds for the founding capital of the Foundation defined in the notary deed establishing the Foundation - 1,000.00 zł and acquired by the Foundation during its operation on the principles laid down in this Statute.

#### **§ 7**

The Foundation is responsible for its obligations with all its assets.

#### **§ 8**

The Foundation's income comes from:

1. Domestic and foreign heritages, bequests and legacies;
2. Income from movable property and immovable property rights;
3. Donations and subsidies and grants;
4. Income from interest on bank deposits;
5. Tax deductions.

#### **§ 9**

1. Income from grants, donations, bequests and legacies can be used to achieve all the objectives of the Foundation and current activities of the Foundation , if the donor does not decide otherwise.

2. The Foundation manages the financial and accounting records in accordance with applicable law. The accounting year of the Foundation is the calendar year.

**CHAPTER IV**  
**Bodies of the Foundation**  
**§ 10**

The bodies of the Foundation are:

- a) the Founder;
- b) the Foundation's Council, hereinafter referred to as the "Council";
- c) the Management Board of the Foundation, hereinafter referred to as the "Board".

**Foundation Council**  
**§ 11**

1. The Foundation Council performs supervisory and program functions.
2. Members of the Council:
  - a) they have not been convicted by a final judgment for an intentional offense prosecuted by public indictment or a fiscal offence;
  - b) may not receive for performing functions in the Council, excluding the reimbursement of justified costs or remuneration in the amount not higher than the average monthly remuneration in the enterprise sector announced by the President of the Central Statistical Office for the previous year.
3. The Council consists of 3 to 7 people. The first members of the Council are appointed by the Founder. Subsequent Members of the Council to replace persons who have ceased to perform this function or to expand the composition of the Council are appointed by the Council by a resolution adopted by 2/3 of the votes of all Members of the Council.
4. Membership in the Council ceases in the event of a written resignation, death of a member of the Council or dismissal from membership. A member of the Council may be dismissed in particularly justified cases, because of a resolution adopted unanimously by all other Members of the Council.
5. The Council elects the Chairman of the Council and the Vice-Chairman of the Council from among its members.
6. The Chairman of the Council manages the works of the Council, represents it outside and convenes and chairs the meetings of the Council. In his absence, he is replaced by the Vice-Chairman of the Council.
7. The Council works at meetings convened by the Chairman of the Foundation's Council at least five times a year. Council meetings can be held online. In the absence of the Chairman, his duties are performed by the Vice-Chairman of the Council.
8. The members of the Council are notified of the date of the meeting of the Council 21 days before the planned date of the meeting.
9. A representative of the Management Board participates in the meeting of the Council in order to report on all significant activities undertaken by the Foundation and provide explanations, as well as other persons invited by the Members of the Council for advisory purposes.
10. Resolutions of the Foundation's Council may be adopted in writing and/or using telecommunication means of remote communication, excluding resolutions concerning the composition of the Foundation's bodies.
11. Resolutions of the Council are adopted by a simple majority of votes, however, for the validity of these resolutions, the presence of at least half of the composition of the Council, including the Chairman or Vice-Chairman of the Council, is required. In the event of an equal number of votes cast for and against a given resolution, the vote of the Chairman of the Council is decisive.
12. The tasks of the Foundation Council include:
  - a) supervision over the implementation of the main directions of the Foundation's activities;

- b) submitting motions to the Management Board regarding the Foundation's activities and giving opinions on annual and long-term programs of the Foundation's activities;
- c) expressing opinions on program and financial matters submitted to it by the Management Board;
- d) supervision and approval of annual reports on the Foundation's activities;
- e) expressing consent to the Management Board taking a decision constituting a one-time liability of the Foundation in the amount exceeding €20,000.00;
- f) appointing and dismissing the Chairman and Vice-Chairman of the Council.

### **Foundation Board**

#### **§ 12**

1. The Management Board of the Foundation consists of one to five members. In the case of a one-person Management Board, a Member of the Management Board has the powers of the President of the Management Board.
2. A person convicted by a final judgment for an intentional offense prosecuted by public indictment or for a fiscal offense may not become a member of the Management Board.
3. The first Board of the Foundation is the Founder. Subsequent members of the Management Board to replace persons who have ceased to perform this function or to expand the composition of the Management Board are appointed for an indefinite period by the Council by a resolution adopted by 2/3 of the votes of all Members of the Council.
4. The loss of membership in the Foundation's Management Board occurs as a result of:
  - a) death of a member of the Management Board;
  - b) a resolution adopted by 2/3 of votes of all members of the Council;
  - c) decision of the Founder;
  - d) written resignation of a member of the Management Board;
  - e) loss of civil rights by a member of the Management Board because of being convicted by a final court judgment for a crime committed intentionally.
5. The Management Board, by way of a resolution adopted by a simple majority of votes, including the vote of the President of the Management Board, determines the remuneration of Management Board members and employees of the Foundation.

#### **§ 13**

1. The Management Board manages the activities of the Foundation and represents the Foundation towards third parties.
2. The following are authorized to make declarations of will on behalf of the Foundation: in the case of a single-person Management Board - the sole member of the board independently; in the case of a multi-person Management Board - each member of the Management Board independently, provided that in the case of liabilities exceeding the amount of PLN 50 thousand, two members of the Management Board acting jointly are authorized to represent the Foundation.
3. The tasks of the Management Board include:
  - a) adopting and implementing annual programs of the Foundation's activities;
  - b) administering and managing the Foundation's assets;
  - c) preparing annual reports on the Foundation's activities and presenting them to the Foundation's Council for opinion and approval before submitting them to the competent minister;
  - d) submitting motions to the Foundation Council in matters where the consent of the Foundation Council is required.
4. In case of multi-personal Management Board, resolutions of the Board are taken by simple majority of votes cast, including the President, the presence of at least half of the members of the Board, unless the Statute provides for another majority.
5. Resolutions of the Board may be taken at a meeting or without holding a meeting, if all members agree in writing to the decision to be taken or agree to vote in writing.

#### **§ 14**

In case of death, permanent inability to perform the duties of the Founder of the Foundation for the health reasons, Mr. Jorge Gimeno Pawlowski shall take on the function of the Founder's Substitute.

#### **§ 15**

In case of death of, permanent inability to perform the duties of the Founder's Substitute for the health reasons by Mr. Jorge Gimeno Pawlowski, the heirs of Joanna Bochniarz shall appoint a person to take on the function of the Founder's Substitute.

**CHAPTER V**  
**Final provisions**  
**§ 16**

1. The decision to amend the Statute, including the objectives of the Foundation, is made by the Founder.
2. The Foundation is liquidated in the event of permanent exhaustion of financial resources or the implementation of its statutory goals.
3. The decision to liquidate the Foundation is taken by the Council by a resolution adopted by 2/3 of the votes of all Council Members, including the Chairman of the Council.
4. Liquidation is carried out by a liquidator appointed by the Council. Liquidation is carried out in accordance with separate regulations.
5. The assets of the Foundation remaining after liquidation will be used for the purposes indicated in the resolution of the Council, considering the purposes served by the Foundation. The liquidator of the Foundation will be obliged to submit to the court a request for the allocation of the above-mentioned assets for the purpose indicated in the resolution of the Council.
6. The Foundation submits annually, by June 30, a report on its activities for the previous year to the competent Minister.

**§ 17**

These Statutes are effective upon registration of the Foundation by the competent Court.

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*[signature illegible]*  
Joanna Bochniarz  
Founder

*[Staple: confirmed Date: 1.11.2023]*

*Two round seals of the Registry Court of Olsztyn]*