

Statute of the Joanna Radziwiłł Caring Wings Foundation

Unified text as of January 3, 2024

Chapter I

§1

The Joanna Radziwiłł Caring Wings Foundation, hereinafter referred to as "the Foundation," was established by a notarial deed dated January 22, 2016, repertory A No. 151/2016, drawn up by Notary Krystyna Kędra at the Notary Office located in Warsaw, ul. Francuska 16, apt. 4.

§2

The Foundation operates based on the provisions of the Act of April 6, 1984, on Foundations (consolidated text, Journal of Laws 2016, item 40, as amended), regulations regarding public benefit organizations, and other applicable legal acts as well as the provisions of this Statute.

§3

The Foundation has legal personality.

§4

1. The seat of the Foundation is Warsaw.
2. The area of the Foundation's activities is the territory of the Republic of Poland.
3. The Foundation may conduct activities outside the borders of the Republic of Poland.
4. The Foundation's statutory tasks may be carried out in cooperation with other entities, both within Poland and abroad.

§5

The Foundation is established for an indefinite period.

§6

The Foundation is supervised by the Minister of Family, Labour, and Social Policy.

§7

The Foundation uses a seal bearing the inscription - Joanna Radziwiłł Caring Wings Foundation, and may also use other distinguishing designs and graphic symbols in accordance with the relevant regulations.

Chapter II

§8

The Foundation's objectives are:

1. Educational and caregiving activities for children, youth, and the elderly;
2. Social assistance for people in difficult material situations;

3. Providing financial assistance or independently organizing workshops, lectures, training sessions, and psychological, pedagogical, and artistic studios;
4. Prevention, support, development, and promotion of active lifestyles for children, youth, and the elderly;
5. Preventing diseases, particularly social diseases and injuries, and assisting in the rehabilitation of their consequences;
6. Organizing and supporting cultural and educational activities;
7. Promoting active public participation in culture, art, and education;
8. Integrating local communities and activating city and rural residents;
9. Supporting socially beneficial initiatives.

§9

The Foundation fulfills its statutory objectives by:

1. Operating and financing community centers, clubs, studios, cultural houses, and educational and caregiving facilities for children, youth, and the elderly;
2. Operating and financing canteens for the poor;
3. Organizing, operating, and financing camps and various forms of leisure activities;
4. Organizing and financing workshops and exhibitions;
5. Conducting and financing training, seminars, and publishing activities related to the Foundation's statutory objectives;
6. Supporting the poor by providing financial and material assistance;
7. Providing material assistance in the form of co-financing, i.e., educational and social scholarships for the Foundation's beneficiaries;
8. Organizing initiatives integrating local communities;
9. Organizing and financing performances, concerts, exhibitions, and events;
10. Organizing and participating in charity events;
11. Cooperating with domestic and foreign entities pursuing activities aligned with the Foundation's goals to achieve its statutory objectives.

§10

To achieve its statutory objectives, the Foundation conducts public benefit activities, both free of charge and for a fee, in accordance with Articles 6-10 and subsequent provisions of the Act of April 24, 2003, on Public Benefit and Volunteer Work (Journal of Laws 2016, item 239, consolidated text).

Chapter III

§11

1. The managing body of the Foundation is the Board.
2. The Board consists of three members, including the President.

§12

1. The Board's term lasts three years.
2. Board members are appointed unanimously by all Founders.

3. Each member of the Board represents the Foundation individually in matters of property and non-property declarations of will.
4. Employment contracts and other agreements with Board members are signed by the Foundation Council.
5. Membership in the Board terminates upon:
 1. The end of the term
 2. Written resignation submitted to the Foundation Council
 3. Death
 4. Dismissal unanimously by all Founders.
6. If a Board member's membership ends during the term, the Founders unanimously appoint a new member for the remaining period of the term.
7. In the event of the Founders' death, the Foundation Council assumes the right to appoint and dismiss Board members.

§13

1. The Board adopts resolutions unanimously in the presence of at least half of its members.
2. Board meetings are held at least once every six months and are convened by any Board member. Information about the meeting must reach recipients at least two weeks before the planned meeting via email.
3. The organizational structure and forms of the Board's activities may be detailed in regulations adopted by the Foundation Board.
4. The Board may appoint plenipotentiaries to manage specific areas of the Foundation's activities.
5. Board members cannot have been convicted by a final judgment for an intentional crime prosecuted ex officio or a fiscal crime.

§14

The Board's competencies include:

1. Representing the Foundation externally and managing its activities.
2. Preparing and adopting annual substantive and financial programs.
3. Preparing and presenting annual activity reports and financial statements to the Foundation Council and the supervising Minister.
4. Managing the Foundation's assets.
5. Determining employment levels.
6. Making decisions on joining organizations, creating other entities, or merging with other entities.
7. Making decisions on matters not reserved to other Foundation authorities by this Statute.

§15

The Board makes changes to the Foundation's Statute by resolution.

§16

1. The Foundation Council is the supervisory and control body.

2. The Foundation Council consists of two members, including the Chairperson, who is elected from among its members.
3. The Council members are appointed unanimously by all Founders. In the event of the Founders' death, the outgoing Council at the end of its term assumes the right to appoint new Council members for the next term.
4. The Chairperson of the Council directs the Council's work, represents it externally, convenes, and chairs Council meetings.
5. Meetings are convened via email notification sent to the email addresses on the list maintained by the Chairperson. Recipients must receive information about the meeting at least two weeks before the scheduled date. Each member is responsible for updating their email address.

§17

1. The Foundation Council makes decisions in the form of resolutions, unanimously, with the presence of at least half of its members.
2. The Council's mode of operation may be detailed in its adopted Regulations.

§18

1. The term of the Foundation Council lasts three years.
2. Membership in the Foundation Council ceases upon:
 1. The end of the term,
 2. Death,
 3. Written resignation submitted to the remaining Council members,
 4. Court-declared loss of public rights or legal incapacity,
 5. Dismissal unanimously by all Founders.
3. Council members can be dismissed unanimously by all Founders in the event of circumstances that prevent or significantly hinder the fulfillment of their duties or cause loss of trust in the member.
4. If a Council member's membership ends during the term due to the reasons listed in §18 (2) points 2-5, the Founders unanimously appoint a new member for the remainder of the term. In the event of the Founders' death, the remaining Council member assumes the Founders' right to appoint the second Council member for the current term.
5. Council members may receive reimbursement of justified costs or remuneration not exceeding the average monthly salary in the enterprise sector announced by the President of the Central Statistical Office for the previous year.
 1. Council members cannot be members of the Board or have marital, partnership, kinship, or subordination relationships with Board members.
 2. Council members must not have been convicted by a final judgment for an intentional crime prosecuted ex officio or a fiscal crime.

§19

The Foundation Council's competencies include:

1. Supervising the Foundation's activities,
2. Setting the main directions of the Foundation's operations,
3. Signing employment contracts and other agreements with Board members,

4. Approving the Foundation's operational programs prepared by the Board,
 5. Evaluating the Board's work, accepting annual substantive reports, approving financial reports, and granting discharge to Board members.
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Chapter IV

§20

The Foundation's assets consist of the initial fund indicated in the statement of will establishing the Foundation in the amount of 500 PLN (five hundred Polish zlotys) and assets acquired during the Foundation's operation.

§21

1. The Foundation conducts its financial management in accordance with applicable regulations.
2. The Foundation is responsible for its obligations with all its assets.
3. The Foundation's financial year is the calendar year.

§22

1. The Foundation's assets come from:
 1. Donations, bequests, and legacies,
 2. Grants and subsidies,
 3. Public collections,
 4. Penalties and monetary payments,
 5. Income from real estate, movable property, and property rights,
 6. Other sources permitted by law.
2. The Foundation's income is fully allocated to achieving its statutory objectives.

§23

Income from grants, donations, bequests, and legacies may be used for all the Foundation's statutory objectives unless the donors decide otherwise.

§24

The Foundation may establish decorations, distinctions, and other awards and grant them to individuals and legal entities who have contributed to achieving the Foundation's goals.

§25

It is prohibited to:

1. Grant loans or secure liabilities with the Foundation's assets for members of its bodies, employees, or their close relatives,
2. Transfer the Foundation's assets to members of its bodies, employees, or their close relatives on terms different from those applicable to third parties, particularly if the transfer is free of charge or on preferential terms,
3. Use the Foundation's assets for members of its bodies, employees, or their close relatives on terms different from those applicable to third parties, unless such use directly results from a statutory objective,

4. Purchase goods or services from entities in which members of the Foundation's bodies, employees, or their close relatives participate, on terms different from those applicable to third parties or at prices higher than market prices.
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Chapter V

§26

1. The Foundation is subject to liquidation in the event of the depletion of its financial resources and assets, as well as the achievement of the objectives for which the Foundation was established.
 2. The decision on liquidation is made unanimously by all Founders.
 3. The liquidation is carried out by a liquidator appointed by the Board, who must act in accordance with applicable regulations.
 4. The remaining assets of the Foundation after liquidation are allocated to purposes aligned with the Foundation's goals. The Board will indicate a specific purpose for which the assets will be allocated. They cannot constitute individual income for legal or natural persons.
 5. A Foundation in liquidation may merge with another Foundation.
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This unified text was prepared based on the Foundation's Statute dated June 22, 2016, including changes introduced by Resolution No. 2/2024 of January 3, 2024.

Warsaw, January 3, 2024