

STATUTE OF THE FOUNDATION SPACES OF MEMORY

Chapter 1 General provisions

§1

The Foundation under the name “Spaces of Memory”, hereinafter referred to as the “Foundation” has been established by Justyna Jolanta Biernat, hereinafter referred to as the “Founder” by the notarial deed, Repertory A No. 432/2016 drawn up on January 15, 2016 by Bogdan Grad, Notary Public in Tomaszów Mazowiecki at the Notary Office in Tomaszów Mazowiecki, at ul. Ignacego Mościckiego.

§2

The Foundation shall have legal personality.

§3

1. The Foundation shall be established indefinitely.
2. The Foundation shall operate under the Act – Law on Foundations of April 6, 1984 on Foundations (Journal of Laws of 1991, No. 46, item 203, as amended) and pursuant to the provisions of the present Statute (hereinafter referred to as “the Statute”).

§4

The registered seat of the Foundation shall be the city of Tomaszów Mazowiecki

§5

1. The Foundation operates on the territory of the Republic of Poland.
2. For the proper realization of its objectives the Foundation may conduct its activities in the Republic of Poland and outside its borders, independently or in cooperation with institutions of European Union and other countries.
3. The Foundation may establish its branches, subsidiaries and agencies on the territory of the country and outside its borders.
4. The Foundation may create and join commercial partnerships or companies or participate in foundations.

§6

The Foundation is non-political and acts in conformity with the common good.

§7

1. The Foundation may use distinguishing graphical sign.
2. The Foundation may use seals containing identification data of the Foundation.
3. The Foundation may establish certificates, honorary badges and medals and assign them, along with other awards and distinctions, to the natural and legal persons

meritorious for the Foundation and supporting realization of the objectives of the Foundation.

4. For the purposes of the cooperation with foreign countries the Foundation may use the version of its official name translated into chosen foreign languages.
5. The Foundation may use English version of its name “Spaces of Memory”.

§8

The Foundation shall be supervised – due to the accordance of its operation with binding legal provisions, its objectives and this Statute – by the minister competent for the culture.

Chapter II

Objectives and forms of the operation of the Foundation

§9

The objectives of the Foundation shall be:

1. Supporting reconciliation and mutual acceptance between nations and societies, despite their cultural, religious, ethnic and other differences.
2. Promotion of actions aiming the development, education, promoting and managing leisure time for children, adolescents and adults.
3. Developing innovative forms of didactics, education through art and active participation in culture.
4. Protection and promotion of multicultural heritage of Tomaszów Mazowiecki and its vicinities.
5. Research aiming preservation of any material and nonmaterial traces of communities which had impacted the cultural identity of Tomaszów Mazowiecki.
6. Preservation and commemoration in the urban space of all visible traces of multiculturalism in Tomaszów Mazowiecki.

§10

The Foundation shall fulfil its objectives through:

1. Accumulation of material and financial means enabling fulfilling the objectives of the Foundation.
2. Organizing and co-organizing cultural and educational events of local, national and international range.
3. Consolidation of the community of educators and teachers through trainings and interactive workshops.
4. Shaping identity and attitudes of local communities.
5. Initiating, leading and co-operating with other entities on realization of programs aiming prevention of antisemitism, racism and xenophobia and promotion of actions supporting rights of national and ethnic minorities as well as human rights.
6. Promotion and development of the idea of voluntary service.
7. Participation in national and international research and cultural projects.
8. Organization of conferences, lectures, seminars, symposiums, contests and workshops for all age groups as well as promotion of knowledge and exchange of experiences.
9. Organizing and leading various forms of educational, communicational and advisory activities.
10. Direct support of creativity, funding awards for outstanding achievements in the field of culture and science.
11. Publishing and translations.
12. Supporting all forms of intercultural dialogue.

13. Initiating public debates.
14. Promotional, educational, communicational and cultural activities with the use of Internet and other multi-media networks connected with modern art, literature, music and broadly understood visual culture.
15. Co-operation with international and foreign organizations, institutions and foundations.
16. Preparation of guide books and albums, activities connected with revitalization of multicultural monuments of Tomaszów.

§11

In order to fulfil its objectives the Foundation may support activities of other legal and natural persons whose activity is in compliance with the statutory objectives of the Foundation.

Chapter III Property of the Foundation

§12

1. The property of the Foundation consists of Initial Fund amounting PLN 1000 (one thousand zloty).
2. All financial assets, movable and immovable assets purchased by the Foundation, in particular:
 - Inheritances, legacies, donations and increments of property of other kind contributed by natural persons, legal persons, institutions not having legal personality, citizens of foreign countries or foreign centers.
 - Grants, subsidies and subventions from national and foreign legal persons, national and legal government institutions.
 - Movable and immovable assets purchased by the Foundation.
 - Dividends and gains on shares.
 - Interest on capital investments, securities acquired by the Foundation from bank deposits, investment funds and securities.
 - Revenues from collections and public events.
 - Revenues from movable and immovable property.

§13

If the Foundation is entitled to receive inheritance, the Management Board shall place a statement of acceptance with the benefit of inventory only in case when the inherited assets substantially exceed any possible debt on the inheritance.

§14

The property of the Foundation may be used for the completion of statutory objectives of the Foundation and to cover the costs of operation.

Chapter IV Governing bodies of the Foundation

§15

The governing bodies of the Foundation is the Management Board of the Foundation hereinafter referred to as the Management Board.

§16

1. The Management Board shall govern the Foundation and represent it in external contacts.
2. The duties of the Management Board include:
 - a) Formulating and approving annual and long-term operational plans of the Foundation as well as financial plans,
 - b) Management of the property of the Foundation,
 - c) passing the by-laws of the Management Board of the Foundation,
 - d) Accepting donations, inheritances and legacies, subventions and subsidies,
 - e) Promoting objectives of the Foundation,
 - f) Determining the duration of employment and remuneration of the members of the Foundation,
 - g) Preparing annual reports on the operations of the Foundations,
 - h) Adopting resolutions regarding changes of the Statute of the Foundation,
 - i) Adopting resolutions regarding merger with other foundation as well as liquidation of the Foundation,
 - j) Adopting resolutions regarding remuneration of the members of the Management Board,
 - k) Establishing and supervision of the Office of the Foundation, departments and other organizational units,
 - l) Preparing and approving of the Rules and Regulations of the Office of the Foundation and the scope of activities of individual members of the Foundation.
3. The competencies of the Management Board of the Foundation include all matters connected with the activities of the Foundation not reserved in this Statute to the powers of other bodies of the Foundation or its members.

§17

The Foundation may perform its tasks with the help of the Office of the Foundation.

§18

1. The Management Board shall be composed of two to five members.
2. The Founder of the “Spaces of Memory” Foundation shall be the member of the first Management Board and the Chairman.
3. The Members of the Management Board shall be appointed and dismissed by the Founder.
4. The Members of the Management Board of the Foundation shall be appointed by the Founder indefinitely.
5. The Chairman designates the vice-chairman of the Foundation and the secretary of the Foundation.
6. The membership in the Management Board shall terminate in the event of dismissal or death of a Board Member.
7. The dismissal of the Board Member shall take place in the event of:
 - a) submitting resignation to the Chairman of the Foundation,
 - b) disease, disability or the loss of strength leading to permanent inability to perform his/her duties,
 - c) loss of the civil rights due to the valid judgement of the court for a crime committed intentionally.

§19

1. The Management Board shall elect the Chairman from among its Members.
2. The Chairman shall manage work of the Management Board.

§20

1. Each Member of the Management Board shall be entitled to represent the Foundation individually.
2. The validity of the statement of intent as well as all other statements regarding property rights and obligations of the Foundation exceeding PLN 1000 require signatures of two Board Members.
3. In case of one-person Management, a single Board Member shall be entitled to make the statement of intent and incur financial liabilities individually.

§21

1. Meetings of the Management Board shall be held when necessary, at least once a quarter.
2. Meetings of the Management Board shall be convened by the Chairman of the Management Board by means of electronic mail or registered mail at least 14 days before the date of the meeting.
3. Resolutions of the Management Board shall be adopted by the ordinary majority with a quorum of at least 1/2 of all the Board Members. In case of a tie-vote the Chairman shall have a casting vote, or a vice-chairman if the latter is absent.
4. According to the needs the Management Board may adopt the resolutions without convening a meeting, by correspondence (also by means of electronic mail) if all the members of the Management Board have the possibility to vote ensured and have agreed to this way of decision-making.

§22

Board Members may be employed by the Foundation.

§23

1. The Management Board may appoint the Director to manage the work of the Foundation.
2. The Management Board may employ administration and financial employees for the purposes of realization of the statutory objectives of the Foundation.
3. The Management Board may employ also other employees for the purposes of realization of the statutory objectives of the Foundation.

Chapter V **Final provisions.**

§24

1. Changes in the Statute of the Foundation shall be introduced by the Management Board.
2. The changes of the Statute may concern also the objectives of the Foundation, described in the founding act.
3. The change of the objective of the Foundation, its name or the Statute of the Foundation may be introduced only on the basis of the resolution of the Management Board, adopted unanimously.

§25

1. In order to improve the efficiency while fulfilling statutory objectives, the Foundation may merge with another foundation.

2. The motion for merger with another foundation shall be adopted by the Management Board unanimously.

§26

1. The Foundation shall be dissolved in the event of achievement of the objectives for which it was established or in the event of exhausting its funds and property.
2. The decision on dissolution of the Foundation shall be taken by the Management Board unanimously.
3. The liquidators shall be the members of the last Management Board.
4. The liquidators shall take all necessary measures to liquidate the Foundation, in particular to wind up all current affairs, collect receivable debts and fulfill obligations. The remuneration of the liquidators shall be chargeable to the Foundation.
5. The liquidators shall be entitled to represent the Foundation. The distribution of immovable property of the Foundation requires consent of all liquidators.
6. The remaining property of the Foundation after the dissolution shall be allocated exclusively for purposes compliant with the objectives of the Foundation described in §10 of this Statute. While adopting the resolution of liquidation the Management Board shall designate particular objectives for which the property should be allocated.

§27

The present Statute shall enter into force on the day of registration of the Foundation by the District Court for Łódź Śródmieście in Łódź.

§28

To all matters not settled in the present Statute relevant binding legal provisions shall apply respectively.