

Statute of the Foundation for Polish Science

entered in the National Court Register on 29 December 2006

The Foundation for Polish Science, hereafter referred to as “the Foundation”, established by the State Treasury represented by the Minister-Head of the Office for Scientific and Technical Progress and Implementations by a notarial deed dated 21 December 1990 – Repertory A No. IV-20190/90, operates on the basis of:

- 1) the Law on Foundations of 6 April 1984 (unified text, Journal of Laws No. 46 of 1991, section 203),
- 2) the present Statute.

The Foundation is a legal entity.

Chapter I

General provisions

§ 1.

1. The area of the Foundation’s activity is the territory of the Republic of Poland as well as foreign countries.

2. The Foundation is based in the capital city of Warsaw.

§ 2.

The Foundation has been established for an indefinite time.

§ 3.

Supervision over the Foundation is exercised by the minister responsible for science, hereafter referred to in the Statute as “the Minister”.

§ 4.

1. The Foundation uses a round official stamp with the following written around the circumference: “Fundacja na Rzecz Nauki Polskiej w Warszawie”.

2. The Foundation may use the following acronym: FNP, its distinctive graphic logo, and the equivalents of its name in foreign languages.

Chapter II

The objective and forms of activity of the Foundation

§ 5.

1. The objective of the Foundation for Polish Science is to act for the benefit of science by:
 - a) supporting scientists and research teams recognized in the community who work in fields of science that are of importance for the development of civilization, culture and the economy in Poland, and for Poland’s international prestige,
 - b) supporting the transfer of Polish scientific achievements into economic practice,
 - c) assisting investment initiatives benefiting science in Poland.
2. Meeting the objective specified in section 1 is done through:
 - a) providing repayable or non-repayable, supplementary or full funding,
 - b) awarding of prizes and fellowships,
 - c) taking part in projects compatible with the Foundation’s statutory goals.
3. The detailed principles and terms on which the above goals are fulfilled are specified in the Foundation’s internal regulations.

Chapter III

The Foundation's public benefit activity

§ 6.

1. The Foundation conducts socially beneficial activity in the area of public tasks as defined in the Law on Public Benefit Activities and on Voluntary Service, for the benefit of the whole of society, as public benefit activity. This activity is the exclusive statutory activity of the Foundation.

2. The Foundation's statutory activity is conducted as unpaid activity as defined in the Law on Public Benefit Activities and on Voluntary Service.

§ 7.

1. The Foundation may not grant loans or provide security for liabilities with the Foundation's assets to members of the Foundation's authorities or the Foundation's employees or persons who are spouses of employees, or are an employee's or their spouse's relatives in the direct line, or are an employee's relatives or their spouse's relatives in the collateral line to the second degree, or are related to them through adoption, guardianship or custody, hereafter referred to as "family".

2. The Foundation may not transfer its assets to members of the Foundation's authorities or employees or their family along different principles than apply to third parties, in particular if such transfer should be free of charge or on preferential terms.

3. The Foundation may not use its assets to benefit members of the Foundation's authorities or employees or their family along different principles than apply to third parties, unless such use follows directly from a statutory goal of the Foundation.

4. The Foundation may not purchase goods or services on special terms from entities whose participants include members of the Foundation's authorities, or the Foundation's employees, or their family.

Chapter IV

The Foundation's assets and income

§ 8.

1. The Foundation's assets comprise the founding capital, with funds to the amount of PLN 950,000,000,000.00, in words: nine hundred and fifty billion zlotys (*before re-denomination*), from the remainder of the liquidated Central Fund for the Development of Science and Technology, status on 31 December 1990.

2. The Foundation's income comprises:

- a) income from financial operations,
- b) grants, donations, inheritances, bequests,
- c) other income.

3. Donations, inheritances and bequests may be used to fulfil all of the Foundation's goals, unless the donors specified otherwise. However, a donor's decision may not run contrary to the Foundation's statutory goals.

4. If the Foundation is summoned to accept an inheritance, the Foundation Board will submit a statement of acceptance of the inheritance with all its obligations only if it is obvious at the time such a statement is made that the inherited assets substantially exceed any possible debt on the inheritance.

Chapter V

The Foundation authorities

§ 9.

1. The Foundation's authorities are:

- I. the Foundation Council – the body supervising the Foundation's activity,
- II. the Foundation Board – the management body.

2. Members of the Foundation Council may not be members of the management body, or be relatives of or have any family connections with or be in an employment-related subordinate position towards members of the management body.

I. Foundation Council

a) Membership and appointments to the Foundation Council

§ 10.

1. The Foundation Council comprises 5 to 7 members.
2. Only persons holding the academic title of professor may be appointed members of the Foundation Council.
3. The Foundation Council's term of office is four years.
4. A member of the Foundation Council may be appointed for a second term only once.
5. Members of the Foundation Council are appointed and dismissed by the Minister, with the reservation stemming from § 11 section 2 of the Statute.
6. To the Foundation Council, the Minister appoints:
 - a. no fewer than two members from the outgoing Foundation Council,
 - b. two or three members of the Foundation Council from the members of the Council for Science, being appointed on the basis of election
 - c. the remaining members of the Foundation Council from seven persons suggested by the outgoing Foundation Council.
7. In the Foundation Council, the members should represent different fields of science from among the following:
 - 1) humanities,
 - 2) medical sciences,
 - 3) natural sciences,

- 4) agricultural, environmental and food sciences,
- 5) social, economic and legal sciences,
- 6) exact sciences,
- 7) technical sciences.

§ 11.

1. In the procedure specified in § 10 section 6 item 3 of the Statute, the Foundation Council suggests to the Minister its candidates for the next term no later than three months before its term of office expires. If the outgoing Foundation Council fails to present its candidates within the above deadline, the Minister will appoint members of the Foundation Council for the next term from among members of the Council for Science, appointed on the basis of election, and from among members of the outgoing Foundation Council.

2. If the Minister fails to appoint the Foundation Council for the next term one month before the expiry of the outgoing Foundation Council's term of office, the outgoing Foundation Council appoints the members of the Foundation Council for the next term, in accordance with the principles specified in § 10 section 6 of the Foundation Statute.

3. A member of the Foundation Council may be dismissed by the Minister before the term of office expires only as a result of:

- a) a medical commission's certificate stating that person's incapacity to work,
- b) a legally valid court sentence against that person,
- c) a legally valid decision by the disciplinary committee appropriate for the academic community of the Foundation Council member in question.

4. A Foundation Council member may resign at any time. A resignation does not require justification.

5. If a Foundation Council member is dismissed or their mandate ends as a result of their resignation or death before the term of office expires, the Minister fills that vacancy in the Foundation Council in accordance with the principles specified in § 10 section 6 of the Foundation Statute. If the Foundation Council has 5 or 6 members, the Minister may decline

to fill the vacancy.

6. The Foundation Council suggests a candidate for a vacancy to the Minister within a month of the mandate's expiry. If the deadline passes without effect, the Minister may independently fill the vacancy in the Foundation Council, in accordance with the principles specified in § 10 section 6 of the Foundation Statute.

b) Rights and responsibilities of the Foundation Council

§ 12.

The Foundation Council passes resolutions by a simple majority of votes, with at least half the Foundation Council members present. If the vote is tied, the Foundation Council Chairman has the casting vote.

§ 13.

The work of the Foundation Council is managed, and it is represented externally and before the Foundation Board, by its Chairman.

§ 14.

1. In particular, the responsibilities of the Foundation Council include:

- 1) appointing and dismissing the Foundation Board,
- 2) concluding employment contracts with members of the Foundation Board,
- 3) setting the rules and amounts of remuneration for members of the Foundation Board,
- 4) enacting the Foundation's Programmes of Activity,
- 5) approving motioned changes to the Foundation Statute,
- 6) assessing whether the Foundation's assets and funds are being used correctly,
- 7) approving the Board's annual reports on the Foundation's activity,
- 8) selecting the auditor.

2. Moreover, the Foundation Council:

- 1) awards the annual individual FNP Prizes,
- 2) approves the winners of the competition for Domestic Grants for Young Scholars.

3. Carrying out its duties specified in sections 1 and 2, the Foundation Council may invite the opinions of experts.

4. The Foundation Council may offer opinions on all matters concerning the Foundation.

§ 15.

For their service at the Foundation, members of the Foundation Council receive remuneration according to the principles specified in Art. 20 section 6 item c of the Law on Public Benefit Activities and on Voluntary Service.

§ 16.

The detailed procedures of the Foundation Council's activity and the rules of remuneration are set down in the "Regulations of the Council of the Foundation for Polish Science".

II. The Foundation Board

§ 17.

1. The Foundation Board comprises 2 or 3 members – the President and the Deputy Presidents of the Board.

2. The President and the Deputy Presidents of the Board are appointed and dismissed by the Foundation Council in a secret ballot, by way of a resolution passed by a qualified majority of votes, with no fewer than 4 (four) votes in favour of the resolution, as follows:

- a) President of the Board – from candidates suggested by the Foundation Council,
- b) Deputy Presidents – upon a motion from the President of the Board.

3. The Foundation Council consults the Minister about the candidates for President of the

Foundation Board.

4. The work of the Foundation Board is managed by the President of the Board. The President of the Board's deputies are one or two Deputy Presidents.

§ 18.

1. The Foundation Board deals with matters not reserved exclusively for the Foundation Council.

2. In particular, the Foundation Board:

- 1) runs the Foundation's activity and manages its assets,
- 2) represents the Foundation externally,
- 3) designs and carries out annual and long-term programmes of the Foundation's activity,
- 4) accepts grants, donations, inheritances and bequests,
- 5) defines the Foundation's organizational structure,
- 6) determines the number of employees, the rules and amounts of remuneration and other benefits for Foundation employees as well as persons working with the Foundation on the basis of contracts under civil law,
- 7) enacts the Foundation's regulations and internal deeds,
- 8) carries out the resolutions of the Foundation Council,
- 9) appoints consulting bodies, both permanent and short-term, in connection with the implementation of individual programmes.

§ 19.

Resolutions of the Foundation Board are passed by a simple majority of votes. If the vote is tied, the President of the Board has the casting vote.

§ 20.

Declarations of will on behalf of the Foundation are made by:

- 1) the President of the Foundation Board – singly,
- 2) two Deputy Presidents – acting jointly,
- 3) a Deputy President and a Proxy – acting jointly within the power of attorney granted

to the Proxy,

- 4) two Proxies – acting jointly within the granted power of attorney.

§ 21.

The structure, procedure and forms of activity of the Foundation Board are specified in the “Regulations of the Foundation Board”, approved by the Foundation Council.

Chapter VI

Financial management at the Foundation

§ 22.

1. The Foundation manages its finances and maintains accounting records in accordance with binding legal regulations.
2. The Foundation may set up earmarked funds. The rules for their establishment and utilization are set down in earmarked-fund regulations enacted by the Foundation Board.

Chapter VII

Concluding provisions

§ 23.

The Foundation’s assets may be increased by 2% of shares in sole-owner State Treasury companies, contributed to the Foundation’s assets by the Minister of the State Treasury on the basis of Art. 56 section 3 of the Law on Commercialisation and Privatisation of State Enterprises of 30 August 1996 (as amended).

§ 24.

The Foundation does not conduct business activities.

§ 25.

1. Changes to the Statute are made by the Foundation Board by way of a unanimous resolution, after prior approval of the draft changes by the Foundation Council.

2. No change to the Statute may cause significant changes to the Foundation's goals.

§ 26.

1. A resolution to liquidate the Foundation in cases specified by the law is passed by the Foundation Board.

2. Such liquidation is carried out by a liquidator appointed by the Foundation Board, who will have the rights and responsibilities of the Board for the duration of the liquidation.

3. Foundation assets remaining after the liquidation will be earmarked for the Foundation's statutory goals.

§ 27.

The Foundation's internal organization is specified in the "Organizational Regulations" enacted by the Foundation Board.

§ 28.

§ 10 section 4 of the Foundation Statute applies beginning from the Foundation Council appointed for the 2000-2004 term of office, which term is treated as the first term of office for the members of that Foundation Council.

Board
of the Foundation for Polish Science