

## **Statute of the Foundation for Polish Science**

The Foundation for Polish Science (the “**Foundation**”), established by the State Treasury, represented by the Minister—Director of the Office for Scientific and Technical Progress and Implementations, by notarial deed of 21 December 1990 (File No. Rep. A IV-20190/90), shall operate on the basis of:

- 1) the Foundations Act,
- 2) the Act on Public Benefit Activity and Volunteerism, and
- 3) this Statute.

The Foundation has legal personality.

### Chapter I

#### **General provisions**

##### § 1.

1. The Foundation may operate in the territory of the Republic of Poland as well as abroad.
2. The registered office of the Foundation is in Warsaw.

##### § 2.

The Foundation is established for an indefinite time.

##### § 3.

The proper minister with respect to the Foundation’s objectives is the minister for science (the “**Minister**”).

##### § 4.

1. The Foundation shall use a round seal with the inscription on the circumference “Fundacja na rzecz Nauki Polskiej w Warszawie.”
2. The Foundation may use the abbreviation “FNP,” a distinctive logo, and the equivalents of its name in foreign languages.

### Chapter II

#### **Objective and forms of the Foundation’s activity**

##### § 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 civilizational, cultural and economic progress of Poland and for Poland’s international prestige,
  - b) supporting the transfer of Polish scientific achievements into economic practice, and
  - c) assisting investment initiatives benefiting science in Poland.

2. The objective referred to in par. 1 shall be realized through:
  - a) refundable or non-refundable financing or co-financing,
  - b) awarding of prizes and fellowships,
  - c) participation in ventures consistent with the Foundation's statutory objectives, and
  - d) publishing activity, including the sale of books and other publications.
3. The detailed rules and conditions for realization of these objectives shall be specified in the Foundation's internal regulations.

### Chapter III

#### **Foundation's public benefit activity**

##### § 6.

1. The Foundation shall conduct socially beneficial activity in the area of public tasks as defined in the Act on Public Benefit Activity and Volunteerism, for the benefit of the whole of society, as public benefit activity. Such activity is the exclusive statutory activity of the Foundation.
2. The Foundation's statutory activity may be conducted as either unpaid activity or paid activity as defined in the Act on Public Benefit Activity and Volunteerism.
3. Paid public benefit activity performed by the Foundation shall not constitute economic activity within the meaning of the Business Law of 6 March 2018.
4. The paid public benefit activity conducted by the Foundation, referred to in par. 2, shall include more specifically paid publishing activity, including the sale of books and other publications.

##### § 7.

1. The Foundation may not grant loans or provide security for obligations with the Foundation's assets with respect to members of the Foundation's authorities or the Foundation's employees, or persons whom members of the Foundation's authorities or the Foundation's employees are married to, in cohabitation with, related to or in kinship with in the direct line, related to or in kinship with in the collateral line to the second degree, or connected to through adoption, guardianship or custody ("**family**").
2. The Foundation may not transfer its assets to members of the Foundation's authorities or employees or their family under different rules than apply to third parties, in particular if such transfer is 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 under different rules than apply to third parties, unless such use follows directly from the statutory objective of the Foundation.
4. The Foundation may not purchase goods or services from entities in which the Foundation's authorities, the Foundation's employees, or their family have an interest under different rules than apply to third parties or at above-market prices.

## Chapter IV

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

#### § 8.

1. The Foundation's assets comprise its founding capital made up of funds in the amount of PLZ 950,000,000,000.00 (nine hundred fifty billion zloty [before redenomination]) remaining from the liquidated Central Fund for the Development of Science and Technology as of 31 December 1990.
2. The Foundation's income comprises:
  - a) income from financial operations,
  - b) grants, donations, inheritances and bequests,
  - b<sup>1</sup>) funds obtained from conducting paid public benefit activity, more specifically publishing activity, including the sale of books and other publications,
  - b<sup>2</sup>) civil benefits derived from the assets of the Foundation, in particular from the letting of real estate, and
  - c) other income.
3. Donations, inheritances and bequests may be used to pursue any and all of the Foundation's objectives unless otherwise provided by the donors. However, the donor's decision may not be inconsistent with the Foundation's statutory objectives.
4. If the Foundation is named to an inheritance, the Foundation Board shall submit a statement accepting the inheritance with the benefit of an inventory only if it is obvious at the time the statement is made that the positive value of the inheritance significantly exceeds any inherited debts.
5. Funds obtained by the Foundation from conducting paid public benefit activity, as well as civil benefits derived from the Foundation's assets, shall be devoted exclusively to pursuit of the Foundation's objectives referred to in §5(1).

## Chapter V

### **Authorities of the Foundation**

#### § 9.

1. The Foundation's authorities are:
  - I. the Foundation Council – the authority supervising the Foundation's activity, and
  - II. the Foundation Board - the managing authority.
2. Members of the Foundation Council may not be members of the managing authority, or married to, cohabiting with, related to, in kinship with, or a subordinate of members of the managing authority.
3. Persons convicted in a legally final judgment of an intentional offence prosecuted publicly or a fiscal offence may not be members of the Foundation's authorities.

## ***I. Foundation Council***

### **a) Composition and appointment of the Foundation Council**

#### § 10.

1. The Foundation Council shall be composed of 5 to 7 persons.
2. Only persons holding the academic title of professor may be appointed to 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. The members of the Foundation Council are elected and appointed by the Council.
6. The Foundation Council shall appoint the members of the Council for the next term, including:
  - 1) no fewer than two members from the outgoing Foundation Council, and
  - 2) no more than two members from among the members of the Council of the National Science Centre.
7. If it is not possible to appoint the required number of members of the Council under the procedure set forth in par. 6(1) for the formal reasons referred to in par. 4, the Council shall appoint new members from among candidates proposed by the Council.
8. The members of the Foundation Council should represent various fields of science from among the following:
  - 1) humanities,
  - 2) medical sciences,
  - 3) natural sciences,
  - 4) agricultural sciences,
  - 5) social sciences,
  - 6) exact sciences, and
  - 7) technical sciences.
9. The Chair of the outgoing Council shall notify the Minister of the composition of the Council for the next term and invite the Minister to the first session of the new Council.

#### § 11.

1. Under the procedure set forth in §10(6) of the Statute, the Foundation Council shall elect the members for the next term no later than three months before the end of its term. If the outgoing Foundation Council fails to elect the members within that time, the Chair of the outgoing Council, after seeking the opinion of the Advisory Group, shall independently appoint the members of the Foundation Council for the next term, applying §10(6) accordingly.
2. A member of the Foundation Council may be dismissed by the Council before the end of the term only as a result of:
  - a) a finding of incapacity to work confirmed by a medical commission,
  - b) a legally final conviction by a court, or
  - c) a legally final decision by the disciplinary committee appropriate for the academic community of the Foundation Council member.

3. A Foundation Council member may resign at any time. Resignation does not require justification.
4. If a Foundation Council member is dismissed or the member's appointment ends as a result of resignation or death before the end of the term, the membership of the Foundation Council shall be supplemented, applying the rules set forth in §10 of the Foundation Statute accordingly. If after dismissal of a Foundation Council member or expiration of his or her term of office the Foundation Council is left with 5 or 6 members, the Council may decline to appoint a new member.
5. Excluding persons dismissed pursuant to par. 2, the Advisory Group referred to in par. 1 shall be composed of persons appointed by the Council from among Chairs of the Foundation Council from past terms. The advisers shall not receive any compensation.

#### **b) Rights and responsibilities of the Foundation Council**

##### § 12.

The Foundation Council shall adopt resolutions by a simple majority of votes, with at least half the Foundation Council members present. If the vote is tied, the Chair of the Foundation Council shall have the casting vote.

##### § 13.

The Chair of the Foundation Council shall direct the work of the Foundation Council and represent it externally and before the Foundation Board.

##### § 14.

1. The specific responsibilities of the Foundation Council include:
  - 1) appointing and dismissing the Foundation Board,
  - 2) concluding employment contracts with members of the Foundation Board,
  - 3) establishing the rules and amounts of compensation for members of the Foundation Board,
  - 4) adopting the Foundation's annual activity programme and annual financial plan on the basis of a draft presented by the Foundation Board,
  - 5) submitting proposed amendments to the Foundation Statute, adopting (together with the Foundation Board) amendments to the Foundation Statute, and adopting amendments to the Bylaws of the FNP Council, the Bylaws of the FNP Board, and the Compensation Rules for the FNP Board,
  - 6) assessing the proper management of the Foundation's assets and funds,
  - 7) approving the Board's annual reports on the Foundation's activity, and
  - 8) selecting the auditor.
2. The Foundation Council shall also:
  - 1) award annual individual FNP Prizes, and
  - 2) approve the winners of the START programme—stipends for young researchers.
3. In performing the responsibilities set forth in par. 1 and 2, the Foundation Council may seek the opinions of experts.
4. The Foundation Council may express opinions on any and all matters concerning the Foundation.

§ 15.

For their service to the Foundation, members of the Foundation Council shall receive compensation under the rules set forth in the Act on Public Benefit Activity and Volunteerism.

§ 16.

The detailed procedures of the Foundation Council's activity and rules of compensation shall be specified in the "Bylaws of the Council of the Foundation for Polish Science."

**II. Foundation Board**

§ 17.

1. The Foundation Board shall be composed of 2 or 3 persons—the President and Vice Presidents of the Board.
2. The Foundation Board is appointed for an indefinite period.
3. The President and the Vice Presidents of the Board shall be appointed and dismissed by the Foundation Council in a secret ballot, by a resolution adopted by a qualified majority of votes, with no fewer than 4 (four) votes in favour of the resolution, as follows:
  - a) the President of the Board, from among candidates proposed by the Foundation Council,
  - b) Vice Presidents of the Board, upon proposal by the President of the Board.
4. The Foundation Council shall notify the Minister of election of the President of the Foundation Board.
5. The work of the Foundation Board shall be led by the President of the Board. The one or two Vice Presidents, respectively, shall be deputies to the President of the Board.

§ 18.

1. The Foundation Board shall handle matters not reserved to the Foundation Council.
2. More specifically, the Foundation Board shall:
  - 1) direct the Foundation's activity and manage its assets,
  - 2) represent the Foundation externally,
  - 3) develop and carry out annual and long-term programmes of the Foundation's activity,
  - 4) accept grants, donations, inheritances and bequests,
  - 5) establish the Foundation's organizational structure,
  - 6) establish the number of employees, the rules and amounts of salary and other benefits for Foundation employees as well as persons working with the Foundation on the basis of civil-law contracts,
  - 7) adopt the Foundation's regulations and internal acts,
  - 8) carry out the resolutions of the Foundation Council, and
  - 9) appoint standing and ad hoc consulting bodies in connection with the implementation of individual programmes.

§ 19.

1. The Foundation Board shall adopt resolutions and decisions.
2. Resolutions and decisions of the Foundation Board shall be adopted by a simple majority of votes. If the vote is tied, the President of the Board shall have the casting vote.
3. The Foundation Board shall adopt resolutions on the following matters:

- 1) management of the Foundation's assets,
  - 2) expenditure of funds at the Foundation's disposal for its statutory objectives,
  - 3) the wording of bylaws and internal acts of the Foundation,
  - 4) proposal of amendments to the Foundation Statute, and adoption (together with the Foundation Council) of amendments to the Foundation Statute,
  - 5) realization of specific decisions of donors,
  - 6) liquidation of the Foundation, after obtaining the consent of the Foundation Council,
  - 7) other matters specified in the Foundation's Statute and bylaws.
4. In other matters the Foundation Board shall adopt decisions.

§ 20.

Declarations of will on behalf of the Foundation shall be made by:

- 1) the President of the Foundation Board singly,
- 2) two Vice Presidents acting jointly,
- 3) a Vice President and a Proxy acting jointly within the bounds of the power of attorney granted to the Proxy, or
- 4) two Proxies acting jointly within the bounds of the power of attorney.

§ 21.

The structure, procedure and forms of activity of the Foundation Board shall be specified in the "Bylaws of the Board of the Foundation for Polish Science," approved by the Foundation Council.

Chapter VI

**Financial management of the Foundation**

§ 22.

1. The Foundation shall administer its finances and maintain accounting records in accordance with applicable regulations.
2. The Foundation may establish special-purpose funds. The rules for their establishment and use shall be set forth in rules for special-purpose funds adopted by the Foundation Board.

Chapter VII

**Concluding provisions**

§ 23.

The Foundation's assets may be increased by 2% of the shares in wholly owned companies of the State Treasury, contributed to the Foundation's assets by the Minister of Treasury pursuant to Art. 56(3) of the Act on Commercialization and Privatization of State Enterprises of 30 August 1996 (as amended).

§ 24.

The Foundation shall not conduct economic activity within the meaning of the Business Freedom Act of 2 July 2004.

§ 25.

1. Proposed amendments to the Statute may be submitted by the Foundation Board or the Foundation Council.

2. Amendments to the Statute shall be made on the basis of two resolutions: a resolution of the Foundation Council approving the draft amendments to the Statute, and a resolution of the Foundation Board amending the Statute in accordance with the prior resolution of the Foundation Council.
3. Amendments to the Foundation Statute shall be introduced by the Foundation Board by submission of documents to the relevant authorities for registration of the amendments.
4. No amendment to the Statute may result in significant changes in the Foundation's objectives.

§ 26.

1. A resolution to liquidate the Foundation in instances specified by law shall be adopted by the Foundation Board, after obtaining the consent of the Foundation Council.
2. Liquidation shall be conducted by a liquidator appointed by the Foundation Board, who shall be vested with the rights and responsibilities of the Board during the period of liquidation.
3. Assets of the Foundation remaining after liquidation shall be devoted to the Foundation's statutory objectives.

§ 27.

The Foundation's internal organization shall be specified in the "Organizational Regulations of the Foundation for Polish Science" adopted by the Foundation Board.

Board of the Foundation for Polish Science