

STATUTE OF THE RESEARCH FOUNDATION XXX

Chapter I General provisions

§ 1.

1. The Foundation under the name "Research Foundation XXX", hereinafter referred to as the "Foundation", has been established by, hereinafter referred to as the "Founder", by the notarial deed, Repertory A No. _____, drawn up by, Notary Public at the Notary Public Office in, at ul.
2. The Foundation shall operate under the Act – Law on Foundations of April 6, 1984 (Journal of Laws of 1991, No. 46, item 203, as amended), and pursuant to the provisions of the present Statute.
3. For the purposes of international co-operation, the Foundation may use the translation of its name into selected foreign languages as well as the following abbreviated name: „.....”

§ 2.

1. The Foundation shall have legal personality.
2. The registered seat of the Foundation is..... [*E.g. the Capital City Warsaw*].
3. The competent Minister with respect to the purpose of the Foundation is the Minister of Science and Higher Education as the competent minister for issues related to science.

§ 3.

1. The Foundation shall operate in the territory of the Republic of Poland, and, to the extent necessary for the proper realisation of the objective of the Foundation, also abroad.
2. The Foundation may establish branch offices and other organisational units, and, if operating outside the borders of the Republic of Poland – representative offices.

§ 4.

The Foundation shall have its own logotype and it shall use an oval stamp, with an inscription stating the name and seat in the rim, as well as stamps containing the identification data of the Foundation.

Chapter II
Objectives and forms of the operation of the Foundation

§ 5.

1. The objective of the Foundation is, to the extent specified in item 2, conducting scientific research or development works in an international scientific environment, at the highest scientific level, taking into account high ethical standards, in particular good scientific practices, and knowledge dissemination.
2. The Foundation shall conduct activity in the following scope of subjects:.....

§ 6.

The Foundation shall realise the objective set forth in § 5 by means of:

- 1) conducting scientific research or development works in a continuous way;
- 2) implementation of research results for practical purposes;
- 3) comprehensive activities aimed at the development of young researchers;
- 4) initiating and supporting international scientific co-operation;
- 5) conducting trainings, courses and workshops as well as scientific seminars;
- 6) publishing research results;
- 7) participating in associations of foundations or of other Polish or foreign scientific institutions whose statutory objectives are similar or identical to those of the Foundation;
- 8) co-operation with commercial entities for the purposes of practical application of scientific research results;
- 9) promoting a work culture that supports the quality of the conducted research, including the highest ethical standards for the conducting thereof;
- 10) popularisation of scientific achievements.

§ 7.

1. The Foundation shall realise its statutory objective free of charge. With respect to the realisation of its statutory objective, the Foundation may also conduct activities for remuneration, as stipulated in the provisions on public benefit and voluntary work.
2. The detailed scope of the activities of the Foundation that are carried out for remuneration or free of charge, is determined by the Resolution of the Management Board of the Foundation.

§ 8.

1. For the purposes of realisation of its statutory objective, the Foundation may support the activities of other legal entities that carry out operations in compliance with its statutory objective and initiate co-operation with such entities.
2. Within the scope of its statutory operations carried out for remuneration or free of charge, the Foundation may co-operate with central and local government administrative bodies for the purposes of realisation of its statutory objectives.
3. Within the scope of its statutory operations carried out for remuneration or free of charge, the Foundation may accept donations and subsidies as well as obtain funds from national

and foreign sources, on the terms and in accordance to the procedure specified in the relevant legal provisions, for the purposes of realisation of its statutory objectives.

4. In order to ensure the proper realisation of its statutory objectives, the Foundation may establish or enter into companies or create foundations.

§ 9.

The Foundation shall be subject to an evaluation, conducted periodically, although at least every five years by an international body of experts of a collective nature, composed of individuals of an established reputation in the scientific environment who are experienced in content-based evaluation of scientific units.

Chapter III

Property and revenues of the Foundation

§ 10.

The property of the Foundation is the contribution in cash in the amount of PLN00 (say: thousand Polish zloty) made by the Founder as well as revenues obtained from:

- 1) donations,
- 2) inheritances and legacies,
- 3) fundraising,
- 4) revenues from movable property and real property as well as bank interest and deposits,
- 5) subsidies and funding, pursuant to the relevant legal regulations,
as well as other revenues foreseen in the binding legal regulations.

§ 11.

1. With respect to accepting donations and inheritances, the relevant statements required by the law shall be made by the Management Board.
2. If the Foundation is entitled to receive inheritance, the Management Board shall place a statement of acceptance with the benefit of inventory or of the rejection of the inheritance.
3. Revenues obtained from subsidies, donations, inheritances and legacies may be used only for the realisation of the objective of the Foundation, in a manner determined by the Management Board. Funds cannot be transferred with a different specification of the purpose of their use.

Chapter IV

Governing bodies of the Foundation

§ 12.

1. The governing bodies of the Foundation are:
 - 1) The International Science Committee hereinafter referred to as the "Committee";
 - 2) The Board of the Foundation hereinafter referred to as the "Board";
 - 3) The Management Board of the Foundation hereinafter referred to as the "Management Board".

2. The position of a Committee or Board Member can be held for a maximum of two terms, regardless of the period of the mandate.

§ 13.

1. The Committee is a body of the Foundation responsible for issuing opinions, which executes its competences within the scope specified in the Statute.

2. The duties of the Committee include:

- 1) Formulating general guidelines on the directions of development of the Foundation, with the aim to ensure an internationally recognised position of a scientific excellence centre;
- 2) Determination of the remuneration of Board Members by means of adopting resolutions;
- 3) Determination of the regulations and conducting international competitions for international team leaders employed by the Management Board, with the reservation of the leader specified in § 22 item 3, sentence 3;
- 4) Issuing opinions on the motions of the Board for the employment of the President of the Foundation;
- 5) Issuing opinions on long-term development plans of the Foundation;
- 6) Conducting a periodical evaluation (at least every 4 years) of research team leaders and filing motions with respect to the prolongation or non-prolongation of their employment or to the termination of employment contracts it concluded for an indefinite period;
- 7) Appointing the body of experts to conduct the periodical evaluation of the Foundation specified in § 9 hereinabove,
- 8) Expressing, on its own initiative or upon request of other bodies of the Foundation, opinions on all issues concerning the Foundation, including but not limited to:
 - a) The activity programme,
 - b) The structure and manner of activity of the Foundation,
 - c) The principles for evaluating the scientific activity of the employees of the Foundation,
 - d) The quality of the scientific activity of the Foundation,
 - e) The scientific quality of teams employed by the Foundation;
- 9) Performing other duties specified in the Statute.

§ 14.

1. The Committee shall be composed of 9 to 11 members, of whom at least half shall be employed at foreign scientific institutions.

2. The Committee shall be composed of outstanding scientists, and, provided that it is justified by the facilitation of the realisation of the statutory objectives of the Foundation, entrepreneurs experienced in co-operating with scientists in research and development works or entrepreneurs with wide experience in the implementation of new technologies. Representatives of science shall account for at least half of the members of the Committee.

3. The Committee shall be appointed for a term of five years.

4. The following cannot be members of the Committee:

- 1) Individuals being members of another governing body of the Foundation at the same time;
- 2) Individuals employed by the Foundation at the same time;

3) Individuals who held the position of Board Members in the past.

5. Members of the Committee, in connection with the performance of their function, are entitled only to the reimbursement of travel and accommodation costs while attending Committee sessions..

§ 15.

1. The Committee shall be appointed for the first term by the Founder, in compliance with the provisions of § 14 item 1 and 2, from among:

1) Up to ½ of the members – individuals designated by the Founder on his/her own initiative;

2) the remaining part – candidates submitted by at least two scientific institutions designated by the Founder to participate in the procedure of nominating candidates for the Committee and the Board, hereinafter referred to as the "Nominating Institutions", provided that at least one of such Nominating Institutions shall have its seat outside the territory of the Republic of Poland.

2. The Committee shall be appointed for subsequent terms by the resigning members of the Committee, up to half of the members from among its own members, and the remaining part from among the candidates nominated by Nominating Institutions pursuant to § 14 items 1 and 2, provided that members of the Committee cannot be appointed only from candidates nominated by a single Nominating Entity. If the Nominating Institutions fail to nominate a sufficient number of candidates, Committee members shall be appointed by the resigning members of the Committee also from candidates nominated by the Board of the Foundation.

3. If the number of Committee members falls below the minimum specified in § 14 item 1, as a result of death of a Committee member, inability to perform his/her function or resignation from the position, the new Committee member shall be appointed by the Committee for the period until the end of the current term.

§ 16.

1. The Committee shall elect the Chairman of the Committee from among its members. The Chairman of the Committee shall supervise the works of the Committee, represent it in external contacts and convene and chair meetings of the Committee.

2. The Committee shall hold at least one session per year. Resolutions of the Committee shall be adopted by absolute majority in the presence of at least half of its members.

§ 17.

1. The Board exercises ongoing supervision over the activity of the Foundation and executes its competences within the scope specified in the Statute.

2. The duties of the Board include:

1) appointing of, with the reservation of § 22 item 3 and dismissing, with the reservation of § 22 item 5, point 2, the President of the Management Board, upon consultation with the Committee as well as appointing and revoking other Members of the Management Board on request of the President of the Management Board,

2) Concluding and terminating employment contracts of all members of the Management Board;

- 3) Adopting annual financial plans and long-term operational plans of the Foundation;
- 4) Adopting the Code of Ethics and the Principles of Good Science Practices of the Foundation and supervision over the compliance therewith;
- 5) Approving annual reports on the operations of the Foundation;
- 6) Approving annual financial statements of the Foundation;
- 7) Discharging the Management Board for its activities annually;
- 8) Agreeing, upon consultation with the Committee, on rules and regulations of the Foundation, except for the regulations specified in § 13 item 2, point 3;
- 9) Appointing consulting bodies of the Foundation;
- 10) Adopting, upon consultations with the Committee, changes in the statute of the Foundation;
- 11) Performing other duties specified in the Statute.

§ 18.

1. The Board shall be composed of 5 – 7 members.
2. The Board shall be composed of outstanding scientists, and, optionally, provided that it is justified by the facilitation of the realisation of the statutory objectives of the Foundation, entrepreneurs co-operating with scientists in research and development works or entrepreneurs with wide experience in the implementation of new technologies connected with the thematic scope of operations of the Foundation. Representatives of science shall account for at least half of the members of the Board.
3. The Board shall be appointed for a term of five years.
4. The following cannot be members of the Board:
 - 1) Members of the Management Board or spouses, relatives, relatives by affinity, kinship or subordinates of Members of the Management Board;
 - 2) Individuals convicted by a final judgment for intentional indictable offences or tax offences;
 - 3) Individuals employed by the Foundation;
 - 4) Individuals who held the position of Committee Member in the past.

§ 19.

1. The Board shall be appointed for the first term by the Founder, in compliance with the provisions of § 18 item 1, 2 and 4, from among:
 - 1) Up to ½ of the members – individuals designated by the Founder on his/her own initiative;
 - 2) the remaining part – from individuals nominated by at least two Nominating Institutions, provided that at least one of these Nominating Institutions shall have its seat outside the territory of the Republic of Poland.
2. The Board shall be appointed for subsequent terms by the resigning members of the Board, up to half of the members from among its own members, and the remaining part from among the candidates nominated by Nominating Institutions (up to 1/3 of the Members of the Board) and in the remaining part from among candidates designated by the Committee.

3. In situations specified in § 18 item 3, points 1-3, the Member of the Board shall lose his/her mandate.

4. In the event of death of a Board member, inability to perform his/her functions or resignation from the position in the Board, the new Board member shall be appointed by the Board for the period until the end of the current term.

§ 20.

1. The Board shall elect the President of the Board from among its members. The President of the Board shall supervise the works of the Board, represent it in external contacts and convene and chair meetings of the Board.

2. The Board shall hold at least two sessions per year. Resolutions of the Board shall be adopted by absolute majority in the presence of at least half of its members, with the reservation of § 25 item 2, point 2.

§ 21.

1. The Management Board shall supervise the operations of the Foundation and represent it in external contacts.

2. The Competences of the Management Board shall include, in particular:

- 1) representing the Foundation in external contacts;
- 2) supervision over ongoing activities of the Foundation;
- 3) management of the property of the Foundation;
- 4) accepting donations, inheritances and legacies;
- 5) employing research team leaders on request of the Committee;
- 6) employing research team members on request of the relevant research team leader;
- 7) employing the remaining members of the Foundation;
- 8) preparation of operational programmes of the Foundation and the financial plan of the Foundation and submitting them to the Board for approval;
- 9) determination and realisation of operational programmes of the Foundation within the general framework of guidelines formulated by the Committee;
- 10) preparation of reports on the activities of the Foundation and submitting them to the Board for approval;
- 11) The realisation of tasks with respect to all issues that are not included in the scope of competences of other governing bodies of the Foundation.

§ 22.

1. The Management board shall be composed of two or three Members, including the President of the Management Board and his/her Deputy (Deputies).

2. Individuals convicted by a final judgment for intentional indictable offences or tax offences cannot be Members of the Board.

3. The President of the Management Board shall be appointed for the first term by the Founder, from among outstanding scientists of an internationally recognised reputation connected with the scope of activities of the Foundation. However, in the first term, the function cannot be performed by the Founder. The President appointed for the first term shall

be the research team leader, without the application of the competition specified in § 13 item 2, point 3.

4. Pursuant to the provisions of § 17 item 2, points 1 and 2, the President of the Management Board shall be appointed and employed by the Board for the subsequent term, upon consultation with the Committee, from among research team leaders employed by the Foundation. Pursuant to the provisions of § 17 item 2, points 1 and 2, the remaining members of the Management Board shall be appointed and employed by the Board, on request of the President of the Management Board.

5. The mandate of Management Board Member shall expire upon:

- 1) filing resignation from the function of Management Board Member;
- 2) Dismissal from the position of Management Board Member due to inability to perform the function or improper performance of the function, including gross violation of the provisions of the Statute.

6. The term of office of the President and Vice-Presidents shall last for 4 years.

§ 23.

1. Individuals authorised to make statements of will are the President of the Management Board, or two other Members of the Management Board acting jointly, or one Member of the Board acting together with an attorney-in-fact.
2. Resolutions of the Management Board of the Foundation shall be adopted by a simple majority of votes, provided that, in the event of equal number of votes, the President of the Management Board has the deciding vote.

Chapter VI Special provisions

§ 24.

1. The Foundation shall not have the right to take actions consisting in:

- 1) Granting loans or securing the obligations from the property of the Foundation with respect to members of its governing bodies or employees of the Foundation as well as spouses, direct relatives or relatives by affinity, collateral relatives or relatives by affinity up to the second degree or relatives by adoption, custody or guardianship – hereinafter referred to as "related persons";
- 2) Transferring the property of the Foundation to members of its governing bodies or employees of the Foundation or their related persons on terms other than those applicable to third parties, in particular if such transfer is free of charge or on preferential terms;
- 3) Using the property of the Foundation for the benefit of members of its governing bodies, employees of the Foundation and their respective related persons on terms other than those applicable to third parties unless such use results directly from the statutory objective of the Foundation;

4) Purchasing goods and services from entities in which members of the governing bodies or employees of the Foundation or their respective related persons have interest in, on terms other than those applicable to third parties or at prices higher than market prices.

§ 25.

1. Changes in this Statute shall be introduced by the Board on its own initiative or on the initiative of the Management Board, upon prior approval of the Committee and the Management Board.

2. Changes in the Statute with respect to the objective of the Foundation shall be introduced by the Board on its own initiative or on the initiative of the Management Board, by a majority of 2/3 of votes, in the presence of at least 2/3 of its Members, upon the consent of the Committee and the Management Board. Substantial changes in the objective are not permissible.

§ 26.

1. In order to improve the efficiency of realisation of its statutory objective, the Foundation may merge with another foundation.

2. The motion for merger with another foundation shall be adopted by the Board on its own initiative or it shall be prepared by the Management Board and submitted to the Board that shall adopt a resolution on the merger upon consultation with the Committee.

3. The merger cannot take place if it might result in substantial changes in the objective of the Foundation.

§ 27.

1. The Foundation shall be dissolved in the event of achievement of the objective 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 Board upon consultation with the Committee.

3. The dissolution shall be executed by the Management Board of the Foundation, unless the decision on dissolution states otherwise.

4. The remaining property of the Foundation after the dissolution shall be allocated for purposes connected with the development of science and transferred to entities designated by the Board, whose statutory objectives are compliant with the objective of the Foundation.

5. The Management Board (liquidator) shall notify the competent Minister and the National Court Register about the dissolution of the Foundation.