

**Articles of Association for a foundation
YORGHAS FOUNDATION**

Chapter I. General provisions

§ 1

1. The foundation named YORGHAS FOUNDATION, hereinafter referred to as the Foundation, established by Alina Pelka, hereinafter referred to as the Founder, by means of the notarial deed produced by the notary public Milena Kustra in the Notary Public Office in Warsaw at office 4, number 41 Popularna street on 13th June 2018 operates pursuant to the valid legal regulations as well as the provisions of the following articles of association.

§ 2

1. The Foundations shall remain apolitical and unrelated to any religion.
2. The Foundation's existence shall remain perpetual .
3. The Foundation shall be based in Warsaw.
4. The Foundation shall operate within the territory of the Republic of Poland as well as abroad.

§ 3

1. The Foundation shall possess legal personality.
2. The Foundation shall be supervised by the minister competent for foreign affairs.
3. The Foundation shall not run business activity.

§ 4

1. The Foundation shall remain a non-governmental organization running a public benefit activity within the meaning of the Public Benefit and Volunteer Work Act .
2. The Foundation shall run socially useful activity within the sphere of public services determined by the Public Benefit and Volunteer Work Act.
3. The Foundation may use the seal, the name and the address.
4. The Foundation may establish the certificates, badges and medals of honour and grant such ones together with other awards and distinctions to physical and legal persons being eminent for the Foundation.
5. The Foundation may remain the member of international, domestic and foreign organizations of the same or similar nature of operations.
6. In order to perform the statutory activities the Foundation may establish permanent or temporary branches in Poland and abroad.

Chapter II. Objectives and operational principles for the Foundation

§ 5

1. The Foundation is intended to:
 - a. Provide assistance to the people in need regardless of their place of birth and domicile, their ethnical and religious background, religion, political views, social status, with special focus put over women and children, defenceless people, the sick and the disabled as well as the victims of war conflicts, humanitarian crisis, poverty, epidemics, social exclusion, catastrophes and natural disasters as well as political oppression,
 - b. Dissemination and protection of human liberties and rights with special emphasis put over equal rights for women and men and child's rights protection,
 - c. Dissemination of the idea of racial, ethnic and religious tolerance, counteracting to racism and any manifestations of discrimination and social exclusion,
 - d. Beneficence,
 - e. Cultural actions,
 - f. Educational activities,
 - g. Scientific actions,
 - h. Promotion and organization of voluntary service.

§ 6

1. The Foundation shall achieve the its objectives by:
 - a. establishing and implementation of projects within humanitarian and development aid,
 - b. organizing and supplying humanitarian and developmental aid,
 - c. organizing widely-understood charity and social assistance,
 - d. cooperating with non-governmental organisations, public institutions and other entities in Poland and abroad that implement the objectives similar in nature to the objectives of the Foundation,
 - e. cooperating with any environments, institutions and persons taking an interest in the objectives of the Foundation,
 - f. establishing permanent an temporary missions,
 - g. running humanitarian, developmental and social education,
 - h. holding cultural and artistic event, mass events, competitions, trainings, workshops, lectures, seminars and conferences,
 - i. participating in the undertakings remaining in concurrence with the objectives of the Foundation,
 - j. cooperation with the media,
 - k. publishing activities as well as film, TV and media productions,
 - l. granting the awards, distinctions, certificates, medals and badges as well as scholarships and subvention
2. The statutory activities shall be financed entirely by the Foundation.

Chapter III. Foundation's assets and revenues

§ 7

The Foundation's assets include the founding capital amounting to 2,000 PLN (two thousand Polish zlotys) as well as assets acquired by the Foundation in the course of its operations.

§ 8

1. The Foundation's revenues originate from:
 - a. Founding capital and the Founder's donations,
 - b. Donations, inheritances, bequests – domestic and foreign ones,
 - c. Grants, subventions and subsidies from legal persons, donors – domestic and foreign ones,
 - d. Promotional actions, lotteries and public fundraising in the meaning of the Public Fundraising Act,
 - e. Foundation's assets,
 - f. Interests and bank deposits.
2. All revenues acquired by the Foundation are intended for the statutory operations.
3. Revenues originating from subventions, donations, inheritances and bequests may be used to realise any objective selected by the Foundations unless the donors have specified the intended utilisation for such means.

Chapter IV. Authorities of the Foundation

§ 9

1. The Management Board of the Foundation constitutes its authorities.
2. The Founder may be included into the Management Board.

Management Board of the Foundation

§ 10

1. The Management Board may consist of more than one person, including the President, appointed by the Founder for a two-year tenure. The Founder shall sit on the first Management Board and shall become the President of the Board for an indefinite period of time with the right to appoint another candidate for the position of the President of the Board at any time and for the specified tenure duration.
2. The function of the member of the Board shall be performed for more than one tenure.
3. The Management Board shall include:
 - a. The President,
 - b. The Vice-President in case when being appointed by the Founder,
 - c. Other members of the Foundations in case when being appointed by the Founder.
4. The composition of the Management Board for the first tenure shall be appointed by the Founder.

5. In case of the Founder's decease, the members of the Board shall be appointed and dismissed by the Vice-President unless another person has been appointed do so by the Founder in her Last Will.
6. The first tenure of the Management Board of the Foundation shall commence when the Board meeting has been held for the first time in full composition.
7. Membership in the Management Board shall cease due to:
 - a. A written resignation having been submitted to the President of the Foundation directly,
 - b. The loss of civil rights due to having been convicted by a valid sentence passed by the court for a deliberate offence,
 - c. The death of a member of the Board,
 - d. Being dismissed by the Founder.
8. The Management Board in full composition or every of its members may be dismissed by the Founder before the tenure has terminated.

§ 11

1. The Management Board shall manage the operations of the Foundation and represent it before third parties.
2. The competences of the Management Board shall include:
 - a. Determination of the major directions for the Foundation's operations,
 - b. Management for the current operations of the Foundation,
 - c. Implementation of the statutory objectives,
 - d. Making plans for work and budgeting,
 - e. Employing the staff and establishing their remunerations,
 - f. Managing the Foundation's assets,
 - g. Representing the Foundation before third parties,
 - h. Taking decisions regarding the amendments to the Foundation's Articles of Association,
 - i. Applying for and granting consent with regards to the amendments to the Articles of Association, merging with another foundation or establishing the Foundation's branch,
 - j. Taking decision on the Foundation's liquidation and transferring the assets of the Foundation subject to liquidation.
3. The Management Board remains committed to produce the report on the Foundation's operations on a yearly basis.

§ 12

1. The meetings of the Management Board shall be held as needed, however at least twice a year.
2. The meetings of the Management Board shall be called by the President by sending the information on their terms by electronic post, and in case when it is impossible by a registered letter at least 3 days prior to the meeting planned.
3. All members of the Board must be notified about the meeting.
4. The Management Board shall take any decisions by means of resolutions passed by the ordinary majority of votes with the presence from at least half of the Board members unless further provisions decide otherwise. In case of equal distribution of votes, the vote from the President shall decide.

5. It is permissible to take resolutions by means of distance communication.
6. The members of the Board may be currently employed by the Foundation.
7. The members of the Board may be paid remuneration for their work in the Board.

Principles of representation and the manner to incur liabilities

§ 13

1. The President of the Board is entitled to make the declarations of will on behalf of the Foundation, including the proprietary cases.
2. The Vice President of the Board is authorized to represent the Foundation in activities between the Foundation and the President of the Management Board, in particular to sign contracts.

Chapter V. Final Provisions

§ 14

Any amendments to the Articles of Association of the Foundation may be made by the Management Board by means of an absolute majority of votes, with the presence from all members entitled to cast the votes. Such an amendment may refer to the objectives determined in the Memorandum. In case when the votes are distributed evenly, the vote from the President of the Board shall prevail.

§ 15

1. The Foundation may merge with any other foundation in order to implement its objectives in a more effective manner.
2. Merging with another foundation may not occur if the objectives of the Foundation have been altered noticeably after the merger.
3. The decision on merging with another foundation shall be taken by the Management Board with the absolute majority of votes, with the presence from all members entitled to cast the votes. In case when the votes are distributed evenly, the vote from the President of the Board shall prevail.

§ 16

1. The Foundation shall be subject to liquidation in case when the objectives for which it has been established have been achieved or when the financial resources and the assets have been depleted.
2. The decision on the liquidation shall be taken by the Management Board by means of an absolute majority of votes, with the presence from all members entitled to cast the votes. In case when the votes are distributed evenly, the vote from the President of the Board shall prevail.
3. The minister competent on the foreign affairs shall be notified on the Foundation's liquidation.
4. The financial resources and assets remaining after the Foundation's liquidation may be transferred, by means of the Management Board's resolution, to any other organisation operating within the territory of Republic of Poland with similar objectives.