



## STATUTE OF NATION OF LEADERS FOUNDATION OF CIVIL DEVELOPMENT

### Chapter I General Provisions

#### § 1

**Nation of Leaders Foundation of Civil Development** (hereinafter referred to as the "**Foundation**") has been established by Mrs. Vasilisa Dzehtsiarenka (hereinafter referred to as the "**Founder**"), acting under the power of a notarial deed, which was drawn up with the participation of deputy notary Anna Zawislak, deputy of Małgorzata Pałgan-Paszka, a notary in Warsaw, with the office located in Warsaw, and registered in the Repository A under No. 11853/2021.

#### § 2

1. The headquarters of the Foundation is located in the capital city of Warsaw.
2. The Foundation may operate both in the Republic of Poland and abroad.
3. The Foundation may establish branches and other organizational units both in the Republic of Poland and abroad, in accordance with the relevant provisions of Polish or third-country law.
4. The Foundation may act as a member of an organization with a similar profile of activity.

#### § 3

The Foundation has been established for an indefinite period.

#### § 4

1. The Foundation shall operate under the applicable regulations in force in the Republic of Poland, in particular in accordance with the Act of 6 April 1984 "On Foundations", and on the basis of this Statute.
2. The Foundation is apolitical and is not affiliated with any religion whatsoever.

#### § 5

1. The Foundation may use its distinctive graphic symbol and equivalents of its name in foreign languages.
2. The Foundation may use its own seal, which contains the identification data of the Foundation.
3. The Foundation may establish badges and honorary medals and award them along with other awards to entities who have made outstanding contributions to the Foundation.

### Chapter II Statutory Objectives and Scope of Activities of the Foundation

#### § 6

1. The Foundation shall conduct its statutory activities and may also conduct business activities.
2. The statutory objectives of the Foundation include activities aimed at and lying within the scope of:
  - 1) Taking initiatives to support the development of civil society in an independent and democratic Belarus;
  - 2) Undertaking initiatives supporting the development of civil society of an independent and democratic Republic of Poland;
  - 3) Undertaking educational and research initiatives in the field of democracy and human rights in the Republic of Belarus;
  - 4) Strengthening mutual cultural and social ties between the Republic of Poland and the Republic of Belarus;
  - 5) Undertaking educational and research initiatives in the field of democracy and human rights in the territory of the Republic of Poland;
  - 6) Activities aimed at economic and social development in the Republic of Belarus and the Republic of Poland;
  - 7) Supporting activities aimed at promoting democracy and human rights in the Republic of Belarus and the Republic of Poland;
  - 8) Strengthening the values of freedom and justice as civic attitudes in the society.
3. The Foundation may conduct business activities to the extent that is necessary in order to achieve its statutory objectives.
4. Any profits obtained from the Foundation's business activities shall be allocated to the implementation of its statutory objectives.
5. The subject of the Foundation's economic activity, in accordance with the Polish Classification of Activities,



is activity in the field of:

- 1) Activities of web portals (PKD 63.12.Z);
- 2) Research and development work in the field of social sciences and humanities (PKD 72.20.Z);
- 3) Publishing of books (PKD 58.11.Z);
- 4) Publishing of journals and periodicals (PKD 58.14.Z);
- 5) Activities related to the production of films, video recordings and television programs (PKD 59.11.Z);
- 6) Market research and public opinion polling (PKD 73.20.Z);
- 7) Activities related to the organization of trade fairs, exhibitions and congresses (PKD 82.30.Z);
- 8) Other out-of-school forms of education, not elsewhere classified (PKD 85.59.Z);
- 9) Activities of other membership organizations, not elsewhere classified (PKD 94.99.Z);
- 10) Retail sale via mail order houses or via Internet (PKD 47.91.Z).

## § 7

1. The Foundation shall pursue its statutory objectives through:
  - 1) On-going analysis of the state of democracy in the Republic of Belarus;
  - 2) Organization and conduct of courses, training sessions, clubs and interest groups, conferences, congresses and round tables, as well as on-line training platforms;
  - 3) Activities supporting civic attitude, development of civil society and democratic values in the Republic of Belarus and the Republic of Poland;
  - 4) Preparation of studies and analyses in the field of protection of democracy and human rights;
  - 5) Conduct of scientific research and development work in the field of social sciences and humanities;
  - 6) Conduct of publishing activities;
  - 7) Conduct of activities related to the distribution of books, films, video recordings and television programs, educational courses;
  - 8) Substantive and financial support for natural persons and legal entities working to protect democracy, including human rights defenders and their families as well as social activists and activists working for democracy in the Republic of Belarus and the Republic of Poland.
2. The actions specified in paragraph 1 may be carried out by the Foundation in the form of paid or unpaid activities.

## Chapter III Assets and Income of the Foundation

### § 8

1. The assets of the Foundation are represented by its founding fund in the amount of PLN 5,000.00 (in words: five thousand Polish zlotys and 00 groszy), of which PLN 1,000.00 (in words: one thousand Polish zlotys and 00 groszy) is intended for the Foundation's business activities, as well as financial resources, real estate and movable property, as well as property rights acquired by the Foundation in the course of its activities.
2. The Foundation's income comes in particular from:
  - 1) Donations, inheritances and bequests;
  - 2) Subsidies, subventions and grants;
  - 3) European Union funds;
  - 4) Income from immovable and movable property and property rights;
  - 5) Funds provided by central and local government administration units;
  - 6) Business activities.
3. Income from subsidies, donations, inheritances and bequests may be used to implement any of the Foundation's statutory objectives, unless otherwise decided by the donors.
4. The Foundation may conduct business activities to the extent that is necessary to achieve its statutory objectives, in accordance with the principles that are set forth in separate regulations. A business activity may only be a side-line, auxiliary activity that is aimed at obtaining financial resources in order to conduct and develop the statutory activities of the Foundation. The income from a business activity shall be entirely allocated to the implementation of statutory objectives of the Foundation.
5. From the assets and income of the Foundation, the Management Board shall allocate, if necessary, funds in an amount of not more than one-half of the founding fund, bank interest on the founding fund and income from business activities, for the conduct of business activities.



### **§ 9**

In the event that the Foundation is appointed to inheritance, the Foundation's Management Board shall submit a declaration of acceptance of the inheritance with the benefit of inventory, and only if, at the time of submitting this declaration, it is obvious that the actual state of the inheritance significantly exceeds the liabilities thus inherited.

### **§ 10**

1. Natural persons, legal entities or other organizational units which make a single or total donation or subsidy to the Foundation in an amount equal to at least PLN 50,000.00 (fifty thousand) or, in the case of third-country natural persons/legal entities, 10,000 (ten thousand) US dollars/euros, may be granted, if they so desire, the title of the Foundation's Sponsor.
2. The title of Sponsor shall be assigned on a personal basis.
3. Natural persons, legal entities or other organizational units making particular contributions to the Foundation's activities or promote its activities may receive, if they so desire, the title of the Foundation's Ambassador.

## **Chapter IV Bodies of the Foundation**

### **§ 11**

The bodies of the Foundation are:

- 1) the Foundation's Management Board
- 2) the Foundation's Council.

### **Foundation's Management Board**

### **§ 12**

1. The Foundation's Management Board shall consist of 2 (two) to 5 (five) persons, including the President of the Foundation's Management Board, which shall be appointed for a three-year term of office. The functions of a Member of the Foundation's Management Board may be held for more than one term of office.
2. The Foundation's Management Board shall be elected by the Foundation's Council.
3. Membership in the Foundation's Management Board shall cease as a result of:
  - 1) written resignation submitted to the Foundation's Council,
  - 2) being convicted by a final judgement for a crime committed intentionally,
  - 3) death or loss of legal capacity,
  - 4) cancellation by the Foundation's Council.
4. The entire Foundation's Management Board or each of its Members may be dismissed by the Foundation's Council before the end of their term of office.
5. The Foundation's Management Board shall manage the activities of the Foundation and represent it externally.

### **§ 13**

1. The competences of the Foundation's Management Board shall include:
  - 1) acting as a representative body of the Foundation in relations with any third parties;
  - 2) taking care of the Foundation's assets;
  - 3) managing the Foundation's current activities;
  - 4) adopting regulations and internal acts of the Foundation;
  - 5) accepting donations, inheritances and bequests;
  - 6) establishing the Foundation's action plans;
  - 7) deciding on employment, remuneration principles and the amount of funds for remuneration and awards for the Foundation employees;
  - 8) establishing and abolishing organizational units of the Foundation;
  - 9) submitting proposals regarding changes to the Statute of the Foundation, changes to the statutory objectives of the Foundation, merger and liquidation of the Foundation and the allocation of its assets;
  - 10) preparing reports on the Foundation's activities;
  - 11) establishing and awarding badges, medals and honorary titles, prizes and other distinctions to meritorious members of the Foundation or entities implementing its statutory objectives.
2. Every year, the Management Board shall be obliged to submit to the Foundation's Council an annual report



on the Foundation's activities.

#### **§ 14**

1. A meeting of the Foundation's Management Board may be convened by any member of the Foundation's Management Board. The meeting shall be chaired by the President, and in his absence, another Member of the Foundation's Management Board selected by the attending Members of the Foundation's Management Board.
2. The convener shall inform all members of the Foundation's Management Board about the place and date of the meeting by e-mail, post or telephone, within not less than 3 (three) days before the planned meeting.
3. The Foundation's Management Board shall make decisions in the form of resolutions by a simple majority of votes in the presence of at least half of the total number of its Members, including the President of the Foundation's Management Board, unless further provisions of the Statute provide otherwise. In the event of an even distribution of votes, the vote of the President of the Foundation's Management Board shall prevail.
4. The Foundation's Management Board shall hold meetings at least once a year.
5. Members of the Foundation's Management Board and the President of the Management Board may remain in an employment relationship with the Foundation.

#### **Foundation's Council**

#### **§ 15**

1. The Foundation's Council shall consist of 3 (three) to 5 (five) members.
2. The Foundation's Council shall be elected for a three-year term. The Foundation's Council shall elect a Chairman from among its Members, who shall manage its work, and a Vice-Chairman.
3. The Members of the first composition of the Foundation's Council shall be appointed by the Founder. Subsequent members of the Foundation's Council, chosen to replace persons who have ceased to perform this function or to expand the composition of the Foundation's Council, shall be appointed by the Foundation's Council by its decision, and the Founder shall have the right to appoint and dismiss two members of the Foundation's Council. The Founder may designate, which requires a written form with a notarially certified signature, a natural person or a legal entity who will take over the exercise of the above-mentioned power, with the right to further delegate this power.
4. In particularly justified cases, a Member of the Foundation's Council may be dismissed and thus deprived of their membership in the Foundation's Council as a result of a resolution adopted by the remaining Members of the Foundation's Council.
5. Membership in the Foundation's Council shall cease as a result of:
  - 1) written resignation,
  - 2) conviction by a final judgement for a crime committed intentionally,
  - 3) death or loss of legal capacity,
  - 4) cancellation by the Foundation's Council.
6. Membership in the Foundation's Council cannot be combined with membership in the Foundation's Management Board.
7. The Founder shall be entitled to be a member of the Foundation's Council.

#### **§ 16**

The Foundation's Council is a body with initiative and consultative powers as well as an internal control and supervision body.

#### **§ 17**

1. The Foundation's Council shall perform its functions at meetings held at least once a year, and also shall carry out inspection activities within the scope and time determined by it.
2. The Foundation's Council shall be convened by the Chairman of the Foundation's Council on his own initiative or at the request of the Foundation's Management Board.
3. A meeting of the Foundation's Council may be convened in an extraordinary manner in order to consider a matter of a special nature, on the initiative of the Foundation's Management Board or at the written request of the Chairman of the Foundation's Council or at least two of its Members.
4. Foundation's Council meetings shall be chaired by the Chairman or Vice-Chairman.
5. Members of the Foundation's Council may be entitled to receive reimbursement of justified costs for performing functions in this body or remuneration in an amount not higher than the average monthly remuneration in the enterprise sector announced by the President of the Central Statistical Office for the previous year.
6. A representative of the Foundation's Management Board shall participate in the meetings of the Foundation's Council.



### **§ 18**

1. A person convicted by a final judgement of an intentional crime prosecuted by public indictment or a fiscal offense cannot be a Member of the Foundation's Council.
2. Members of the Foundation's Council cannot be Members of the Foundation's Management Board or be married to a Member of the Foundation's Management Board, or be in a relationship of consanguinity, affinity or subordination due to employment with a Member of the Foundation's Management Board.

### **§ 19**

Resolutions of the Foundation's Council shall be adopted by a simple majority of votes in the presence of at least half of its Members, unless the Statute provides otherwise. In the event of an equal number of votes, the vote of the Chairman shall be decisive, and in his absence, the Vice-Chairman's vote shall be decisive.

### **§ 20**

The tasks of the Foundation's Council shall include:

- 1) establishing the main directions of the Foundation's activities;
- 2) giving opinions on the Foundation's multi-annual and annual action programs;
- 3) expressing opinions on the matters submitted by the Foundation's Management Board;
- 4) supervision and control over the Foundation's activities, in particular control over the Foundation's assets;
- 5) considering and approving annual reports of the Foundation's Management Board on its activities;
- 6) approving the Foundation's annual financial statements;
- 7) granting the Foundation's Management Board a discharge;
- 8) approving the Foundation's regulations, in particular the regulations for the use of the Foundation's assets and benefits;
- 9) Adopting resolutions on matters specified in the Statute;
- 10) appointing and dismissing Members of the Foundation's Management Board, including the President of the Foundation's Management Board;
- 11) making decisions to change the Foundation's Statute;
- 12) making decisions about merging with another foundation or liquidating the Foundation;
- 13) making decisions on all other matters not reserved for other bodies of the Foundation;
- 14) expressing consent to the sale, lease or encumbrance of the Foundation's enterprise in whole or in part;
- 15) expressing consent to the purchase or sale of real estate, perpetual usufruct and shares in real estate and perpetual usufruct;
- 16) expressing consent to perform an action exceeding EUR 100,000 (in words: one hundred thousand euros).

### **§ 21**

#### **Adopting Resolutions and Organizing Meetings Using Electronic Means of Communication**

1. Resolutions of the Foundation's bodies may be adopted in writing or using means of direct distance communication.
2. In the event that the members of the Foundation's bodies have expressed their consent in documentary form, voting outside the meetings of the Foundation's bodies may take place using electronic means of communication.
3. The possibility of participating in a meeting of the Foundation's bodies using electronic means of communication shall be indicated in the notice about the meeting, containing a detailed description of how to participate in the meeting and exercise the right to vote.
4. The use of electronic means of communication in voting at meetings of the Foundation's bodies shall be ensured by at least one of the following:
  - 1) real-time broadcast of the meeting;
  - 2) real-time two-way communication, in which a member of the Foundation's bodies may speak during the meeting;
  - 3) exercising the right to vote in person or through a proxy before or during the meeting.

## **Chapter V**

### **Method of Representation and Incurring Financial Liabilities**

### **§ 22**

The President of the Foundation's Management Board alone or two members of the Foundation's Management Board acting jointly shall be authorized to make declarations of will on behalf of the Foundation, including in property matters.



### **§ 23**

It is prohibited to:

- 1) grant loans or secure liabilities with the assets of the Foundation in relation to its members, members of its bodies or its employees and persons with whom its members, members of its bodies and its employees are married, are in cohabitation or in a relationship of direct consanguinity or affinity, consanguinity or affinity in the collateral line up to the second degree or are related by virtue of adoption, care or guardianship, hereinafter referred to as "close relatives";
- 2) transfer any of the Foundation's assets to its members, members of its bodies or its employees and their close relatives, on any terms other than those applicable to third parties, in particular if the transfer takes place free of charge or on preferential terms;
- 3) use any of the Foundation's assets for the benefit of its members, members of its bodies or its employees and their close relatives on any terms other than those applicable to third parties, unless this use results directly from a statutory objective;
- 4) purchase goods or services from entities in which members of the Foundation, members of its bodies or its employees and their close relatives participate, on any terms other than those applicable to third parties or at prices higher than market prices.

## **Chapter VI Amendment of the Statute**

### **§ 24**

1. Decisions on amending the Statute shall be made by the Foundation's Council by way of a resolution adopted by a 2/3 majority of votes, in the presence of at least one-half of its Members, including the Chairman or Vice-Chairman, after obtaining a prior consent of the Founder expressed in writing and provided with a notarially certified signature. The Founder may designate, which requires a document executed in written form and provided with a notarially certified signature, a natural person or a legal entity who will take over the exercise of the above-mentioned power, with the right to further delegate this power.
2. An amendment to the Statute may concern the objectives for the implementation of which the Foundation was established and specified in the Founding Act, however, such a resolution requires unanimity in the presence of all Members of the Foundation's Council, after the prior consent of the Founder expressed in writing and provided with a notarially certified signature. The Founder may designate, which requires a document executed in written form and provided with a notarially certified signature, a natural person or a legal entity who will take over the exercise of the above-mentioned power, with the right to further delegate this power.

## **Chapter VII Final Provisions**

### **§ 25**

1. To effectively achieve its objectives, the Foundation may merge with another foundation.
2. The decision regarding the merger shall be made by the Foundation's Council by way of a unanimous resolution adopted after the prior consent of the Founder expressed in writing and provided with a notarially certified signature. The Founder may designate, which requires a document executed in written form and provided with a notarially certified signature, a natural person or a legal entity who will take over the exercise of the above-mentioned power, with the right to further delegate this power.

### **§ 26**

1. The Foundation shall be liquidated once the objectives for which it was established have been achieved or once its financial resources and assets have been exhausted.
2. The decision on liquidation shall be made by the Foundation's Council by way of an unanimous resolution after the prior consent of the Founder expressed in writing and provided with a notarially certified signature. The Founder may designate, which requires a document executed in written form and provided with a notarially certified signature, a natural person or a legal entity who will take over the exercise of the above-mentioned power, with the right to further delegate this power.



**§ 27**

The assets remaining after the liquidation of the Foundation shall be transferred, subject to the provisions of Article 5 Section 4 of the Act "On Foundations", to the institutions whose activities are in line with the statutory objectives of the Foundation.

**§ 28**

The fiscal year of the Foundation is the calendar year.