

**S T A T U T E S**  
**OF THE “SCHOOL WITH CLASS FOUNDATION”**  
**(*Polish name: FUNDACJA SZKOŁA Z KLASĄ*)**

**I. General provisions**

**§ 1**

1. The Foundation named “SCHOOL WITH CLASS FOUNDATION” (*Polish: FUNDACJA SZKOŁA Z KLASĄ*), hereinafter referred to as “the Foundation”, has been founded by: Agata Łuczyńska, Alicja Pacewicz, Piotr Pacewicz, Andrzej Szeniański and Katarzyna Znaniecka-Vogt, hereinafter referred to as the Founders, by way of Notary deed in the Public Notary Office of Dorota Kossewska, in Warsaw, address ul. Złota nr 11 lok. 41, with reference no. A Nr 4824/2015.
2. The Foundation operates pursuant to the Foundations Act of April 6<sup>th</sup>, 1984 (Journal of Laws no. 21 item 97, as amended), and to the present Statutes.
3. The Foundation is vested with legal personality pursuant to an entry to the foundation’s register in the Regional Court for the Capital City of Warsaw.

**§ 2**

1. The Foundation operates within the territory of the Republic of Poland and beyond its borders.
2. The seat of the Foundation is Warsaw.
3. The Foundation may establish branch offices, establishments, field units, and it may also join other foundations.
4. The Foundation may be a member of national and foreign organisations having the same or similar nature of activities.
5. The Foundation is non-denominational and apolitical.
6. The Foundation may use the abridged name SZK.

**§ 3**

The Foundation is established for an indefinite period.

**§ 4**

The Minister competent for the purpose of the Foundation is the Minister competent for matters of education.

<p><b>Piotr Sut</b> <b>Certified translator of English</b> Zgierz, ul. Gospodarcza 5, tel. 0-601-825846</p>
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## II. Subject matter and forms of activity of the Foundation

### § 5

1. We believe that equal access to high quality education is a right of everyone, and general education has a key role in developing 21<sup>st</sup> century competence and in educating young people to be aware and active citizens. We strive towards making school a place which is friendly, open and engaged in solving social problems, acting transparently, supporting diversity, one where relationships based on mutual respect and trust prevail. Our mission is to support teachers, headmasters and educators in creation of a culture of work in school which develops critical thinking, ability to work in a team, reinforces the learning ability and responsibility for own education, and which is geared towards equalisation of educational chances of children and young people.
2. The purpose of the Foundation is:
  - a) to develop education able to meet the challenges of the modern world, to reinforce the development of the 21<sup>st</sup> century competences of the Polish society,
  - b) to build a working culture of school which is friendly, open-minded and engaged in dealing with social problems, acting in a transparent manner, supporting diversity, based on mutual respect and trust,
  - c) to provide children, youth and adults speak access to quality education, whether formal, informal or non-formal,
  - d) to support teachers, headmasters, educators in developing education which develops critical thinking, teamwork skills, reinforces the learning skills and responsibility for own education,
  - e) to improve the quality of training and professional development of teachers, educators, and to foster increased professionalism of their work,
  - f) to build the prestige of the teacher profession and a positive image of teachers, highlight and promote activities of headmasters/headmistresses, teachers and other persons acting to the benefit of good education in Poland and abroad,
  - g) to equalise educational opportunities of children and youth,
  - h) to strengthen the civic mission of the school, to build bonds between schools and local communities.
3. The Foundation pursues its statutory purpose through the following actions free of charge:
  - a) supporting professional development of teachers, headmasters/headmistresses and other employees of schools and other facilities and institutions involved in education,
  - b) conducting and supporting education, in particular citizenship, linguistic, anti-discrimination and equality, global and developmental, European, cultural and intercultural, digital, media, mathematic/natural science, economic education and education for entrepreneurship, as well as ecological, physical and health education,

- c) supporting the development of pre-school education,
  - d) supporting institutions which work with or for the benefit of children and youth, including financial and material support,
  - e) developing informal and non-formal education,
  - f) supporting schools, teachers and students in developing key competences, including the use of information and telecommunication technologies and digital competency,
  - g) preparing, making available and publishing education curricula and materials,
  - h) collaboration with bodies running public and non-public schools, local communities, including parents,
  - i) collaboration with universities and other institutions involved in professional development and education of teachers,
  - j) conducting training and promotional activities, running social campaigns,
  - k) conducting research, evaluation, advocacy, monitoring and advisory activities,
  - l) activities supporting inclusion and activation of social groups threatened by unemployment and social exclusion, including financial and material support for children and youth, as well as for persons working for their benefit,
  - m) collaboration with organisations, institutions and individuals in Poland and abroad, including public administration, civil society organisations and private and state-owned enterprises,
  - n) conducting and supporting scholarship and training programmes, as well as internships and volunteering aimed at children and youth and for persons dealing with education,
  - o) organising exchanges of children, youth and adults, including international exchanges,
  - p) fostering citizens' participation in public life, joint efforts for creation of the civil society.
4. The Foundation benefits from the experience of the "School with Class" programme, conducted since 2002 by the Fundacja Centrum Edukacji Obywatelskiej and the "Gazeta Wyborcza" newspaper, with the collaboration of the Polish-American Freedom Foundation, the Agora Foundation and other partners, and relates to the mission of that programme.
5. The Foundation may announce awards and honorary titles and award them, along with other rewards and distinctions to individuals and legal entities with contributions towards the purpose adopted by the Foundation or for the Foundation itself.
6. The Foundation may grant repayable and non-repayable financial aid or financing, awards, scholarships and grants to individuals, legal entities and legal entities without corporate status, achieving the Foundation's purpose.

### **III. Assets of the Foundation**

#### **§ 6**

1. Assets of the Foundation comprise the initial capital in the amount of PLN 2,000.00 (two thousand Polish zlotys), of which PLN 1,000.00 (one thousand Polish zlotys) is devoted to the economic activities of the Foundation, and assets acquired during the operation of the Foundation.

#### **§ 7**

2. Funds for the pursuit of the Foundation's purpose of activities and for covering the costs of its activities are derived from:
  - a) domestic and foreign donations, inheritances and bequests,
  - b) subsidies or subventions,
  - c) interest on bank deposits and investments in financial instruments (e.g. bonds, investment fund units, investment certificates),
  - d) proceeds from movable and immovable property,
  - e) economic activities conducted by the Foundation,
  - f) fundraising.

#### **§ 8**

1. Assets of the Foundation are deposited in bank accounts or invested in financial instruments (e.g. bonds, investment fund units, investment certificates).
2. Proceeds derived from the Foundation's property are devoted to achievement of statutory purpose and coverage of costs of the Foundation's activities.
3. Representations required by law on matters of accepting donations, specific bequests and inheritance shall be made by the Management Board of the Foundation.
4. Where the Foundation is designated for inheritance, the Management Board shall submit a representation of direct acceptance of the inheritance, provided that it is certain that the assets of inheritance significantly exceed legacy indebtedness.

#### **§ 9**

1. The Foundation conducts socially beneficial activities in the domain of public tasks as specified in the Act on Public Benefit and Volunteer Works as gratuitous or paid public benefit activities and education and scientific activities pursuant to Art. 17 of the Act on Taxation of Legal Entities.
2. The Foundation may conduct economic activities in Poland and abroad, benefitting the achievement of its statutory purpose.

3. Economic activities should be run in accordance with plans and guidelines prepared by the Management Board of the Foundation.
4. Areas of economic activity of the Foundation may include in particular:
  - other retail sales conducted in non-specialty shops (PKD 47.19.Z);
  - Retail sale via mail order houses or via Internet (PKD 47.91.Z);
  - other retail sale not in stores, stalls or markets (PKD 47.99.Z);
  - publishing of books (PKD 58.11.Z);
  - other publishing activities (PKD 58.19.Z);
  - motion picture, video and television programme production activities (PKD 59.11.Z);
  - motion picture, video and television programme post-production activities [PKD - 59.12.Z];
  - motion picture, video and television programme distribution activities [PKD 59.13.Z];
  - motion picture projection activities [PKD 59.14.Z];
  - sound recording and music publishing activities [PKD 59.20.Z];
  - other information service activities, not classified elsewhere (PKD 63.99.Z);
  - public relations and communication activities (PKD 70.21.Z);
  - scientific research and development in the area of social science and humanities (PKD 72.20.Z);
  - agency in sale of space for advertisements in print media [PKD 73.12.B];
  - agency in sale of space for advertisements in Internet [PKD 73.12.C];
  - agency in sale of space for advertisements in other media [PKD 73.12.D];
  - market research and public opinion polling (PKD 73.20.Z);
  - activities related to organisation of fairs, exhibitions and congresses (PKD 82.30.Z);
  - extramural forms of arts education (PKD 85.52.Z);
  - other extramural forms of education, not classified elsewhere (PKD 85.59.B);
  - activities in support of education (PKD 85.60.Z);
  - management consultancy (PKD 70.2);
  - renting and operating of own or leased real estate (PKD 68.20.Z).
5. The Management Board of the Foundation shall specify the scope of the unpaid or paid public benefit activities conducted by way of a resolution.

## **§ 10**

1. The Foundation may establish designated funds. The Founders shall make decisions of establishing any such funds, by stating: the fund amount, assets transferred towards their establishment, the purpose for which they are established, principles of investment, manner of procedure. Execution of the resolution of establishment shall be entrusted with

<p style="text-align: center;"><b>Piotr Sut</b> <b>Certified translator of English</b> Zgierz, ul. Gospodarcza 5, tel. 0-601-825846</p>
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the Management Board. Any change of the purpose of an designated fund must be enacted by way of resolution of the Board of Founders.

**§ 11**

1. The Foundation runs the finance and accounting in accordance with principles applicable to legal entities.

**IV. Governing bodies of the Foundation**

**§ 12**

1. The Foundation has legal personality.
2. Governing Bodies of the Foundation are the Meeting of Founders', the Supervisory Board, the Advisory Council and the Management Board.
3. Only persons who have not been penalised with a final ruling of the court for a premeditated crime subject to public prosecution or for a fiscal crime can be members of governing bodies of the Foundation. If the Foundation is effectively informed of any member of any governing body of the Foundation being convicted under such ruling, membership of such person shall be suspended immediately, and appropriate steps shall be made in accordance with provisions hereof in order to supplement the composition of the respective governing bodies of the Foundation.

**§ 13**

1. The Meeting of Founders is composed of all the Founders.
2. The Meeting of Founders is the decision-making body of the Foundation. It makes the key decisions pertaining to the future of the Foundation, including decisions to:
  - a. amend the Statutes of the Foundation,
  - b. establish branches and outposts of the Foundation,
  - c. establish ear-marked funds,
  - d. merge the Foundation with other foundations,
  - e. liquidate the Foundation, which includes the decisions as to the assignment of the Foundation's remaining assets,
  - f. composition of governing bodies of the Foundation, upon principles described below.
3. The Meeting of Founders elects the first composition of the Supervisory Board (including the first Chairperson). From time to time, it may also dismiss (a) member(s) of the Supervisory Board, and leave the appointment of (a) new member(s) in her or his place up to the Supervisory Board, if composed of at least two persons at the time. Otherwise, the new members of the Supervisory Board are then appointed by the Meeting of

Founders.

4. The Meeting of Founders also elects the first composition of the Management Board of the Foundation (including the first President of the Management Board) and the first composition of the Advisory Council of the Foundation (including the first Chairperson of the Advisory Council).
5. Until the aforementioned bodies are appointed, their competence is vested in the Meeting of Founders.
6. Any and all decisions of the Meeting of Founders are passed by an ordinary majority of votes in the presence of at least half of the members, unless other requirements are specified herein for specific decisions. Decisions are made in the form of resolutions, in sessions or in the form of electronic voting. In exceptional cases (e.g. prolonged illness of the Founders, preventing them from participation in decision making), voting among a smaller group can be acceptable.
7. The Meeting of Founders is convened by request of the President of the Management Board or by request of the Chairperson of the Supervisory Board.
8. In the event of death or permanent inability to participate in the work of the Meeting of Founders, of half or more than half of the Founders, the right to enlarge the composition of the Meeting of Founders is given to the remaining Founders. Decisions on such matters are passed by a majority of two-thirds of votes.

#### **§ 14**

1. **The Supervisory Board** is a control body of the Foundation on matters of its statutory activities.
2. The Supervisory Board comprises from 3 to 5 persons.
3. The Supervisory Board:
  - a. makes decisions on changes in the composition of the Management Board of the Foundation: it appoints and dismisses the President of the Management Board and members of the Management Board, in which it can employ the opinion of the Advisory Council;
  - b. appoints and dismisses members of the Advisory Council;
  - c. in consultation with the Management Board and Advisory Council, in plans the Foundation's strategy and outlines the directions of its activities;
  - d. considers and approves the annual substantive and financial reports on activities of the foundation, presented by the Management Board;
  - e. the Chairperson of the Supervisory Board is the employer of members of the Management Board and determines their remuneration.

4. Any and all decisions of the Supervisory Board are made by an ordinary majority of votes with the participation of at least half of its members, unless other requirements are specified herein for specific decisions. Decisions are made in the form of resolutions, in sessions or in the form of electronic voting. In the case of an equal number of votes for and against, the vote of the Chairperson of the Council prevails.
5. Sessions of the Supervisory Board are recorded as minutes. Minutes are kept by the Chairperson of the Council.
6. The first composition of the Supervisory Board is elected by the Meeting of Founders.
7. Membership in the Supervisory Board is discontinued in case of dismissal, written resignation from membership submitted to the Meeting of Founders, or of death of a Council member. In the event of dismissal of a Council Member or discontinuance of membership for another reason mentioned above, the Supervisory Board shall appoint a new member in the place of such member, except for the situation mentioned in §13.3 hereof. In the case where, despite the reduction of the composition of the Supervisory Board, it meets the minimum requirement as to the number of members, stipulated herein, the Supervisory Board may choose not to enlarge its composition. Members of the Supervisory Board may also decide, from time to time, to enlarge the Supervisory Board, up to the limit specified in §14.2 hereof.
8. In the event of dismissal/resignation or discontinuance of membership of the Chairperson of the Council, members of the Council appoint a new Chairperson from among themselves, within 30 days.

The Chairperson of the Supervisory Board may also resign from her or his function, without resigning from membership of the Council. In such event, members of the Supervisory Board appoint a new Chairperson from among themselves.

9. The Supervisory Board meets at least once each year, on request of the Chairperson of the Supervisory Board, and acts pursuant to its by-laws enacted in its first session. The President of the Management Council of the Foundation may request, from time to time, that an additional session of the Supervisory Board be convened.
10. The Supervisory Board may establish committees for the purposes of achievement of the Foundation's statutory objectives. Committees may include appointed members of the Supervisory Board, Advisory Council, Founders or other persons.
11. Members of the Supervisory Board must not at the same time be members of the Management Board of the Foundation, and they must not be in wedlock with, live together with, be relatives of or in a relationship of affinity or official subordination with members of the Management Board.
12. For performance of their duties, Members of the Supervisory Board may receive



reimbursement of reasonable expenses or remuneration in an amount not exceeding average monthly salary in the enterprises sector, published by the President of the Main Office of Statistics for the preceding year. At the same time, members of the Supervisory Board must not obtain remuneration for performance of any other work for the Foundation.

#### **§15**

1. The Advisory Council is an advisory and opinion body, with the purpose of supporting the purpose and the activity of the Foundation.
2. The Advisory Council meets at least once each year and acts pursuant to its by-laws enacted in its first session.
3. Any and all decisions of the Advisory Council are made by an ordinary majority of votes with the participation of at least half of its members, unless other requirements are specified herein for specific decisions. Decisions are made in the form of resolutions, in sessions or in the form of electronic voting.
4. The term of office of each member of the Advisory Council is 5 (five) years.
5. Membership in the Advisory Council ceases upon elapse of term of office, as well as in the event of dismissal, written resignation of membership submitted to the Management Board, or death of the Board member.
6. The first composition of the Advisory Council, including its Chairperson, is appointed and dismissed by the Founders' Board. Further decisions regarding the Advisory Council are made by the Supervisory Board. In the event of elapse of term of office, death or resignation of a member of the Advisory Council, the Supervisory Board appoints new Advisory Council members.
7. The Chairperson presides over the work of the Advisory Council.

#### **§ 16**

1. **The Management Board of the Foundation** manages the activities of the Foundation and represents it outside.
2. It comprises from one to three persons, including the President. The President of the Management Board presides over the work of the Management Board.
3. In the event if a one-person Management Board is appointed, its functions are performed by the President of the Management Board.
4. The members of the Management Board, including President of the Management Board, are appointed by the Meeting of Founders. Further decisions on appointment or dismissal of Management Board members are made by the Supervisory Board.

5. The President and members of the Management Board are appointed for an indefinite period.
6. A Founder may hold the function of the President or of a member of the Management Board. The function must not be held by members of the Supervisory Board nor of the Advisory Council.
7. Statements of will on behalf of the Foundation are made by: the President of the Management Board individually, and in the case of a multi-person Management Board, the President of the Management Board individually or two members of the Management Board jointly.
8. The Management Board of the Foundation makes decisions in the form of resolutions. For resolutions of the Management Board's resolutions to be valid, an ordinary majority of votes is required, with at least half of the members present. If there are as many votes for as there are against a resolution, the vote of the President of the Management Board prevails.
9. Membership in the Management Board expires in case of death or dismissal. Dismissal may ensue from waiver of membership or prolonged illness preventing participation in the works of the Management Board. A member of the Management Board may be dismissed by the Founders' Board from time to time. The Supervisory Board makes decisions thereon by a two-thirds majority of votes and consults the decision with the Advisory Council.
10. Members of the Management Board may obtain consideration for participation in sessions of the Management Board, unless a member of the Management Board and the Founders' Board decide otherwise. They are employed by the Foundation under an employment contract or within another legal relationship.
11. In contracts between the Foundation and a member of the Management Board, the Foundation is represented by a representative of the Founders, elected by them by way of a resolution.
12. Sessions of the Management Board are convened by the President or a person appointed by her/him, with information as to the time and place sent by e-mail or registered mail, at least 3 (three) days before the meeting planned. All members of the Management Board must be notified of the session.

**§ 17**

1. Competences of the Management Board include making all decisions pertaining to the Foundation, in particular:
  - a) taking part in planning the Foundation's strategy and outlining the directions of action,

- b) promulgation of programs of activities and financial plans of the Foundation,
  - c) governance over the assets of the Foundation,
  - d) accepting subsidies and subventions,
  - e) preparing applications for project financing, and supervising implementation of such projects,
  - f) conducting the human resources policy,
  - g) preparation of reports from activities of the Foundation,
  - h) making decisions on matters which are not vested with other governing bodies of the Foundation.
2. The Management Board may appoint proxies representatives to manage isolated areas of operation.
  3. The Management is required to submit to the Supervisory Board a report on activities of the Foundation for the past year and a report for interested ministries and authorities.

## **V. Miscellaneous provisions**

### **§ 18**

1. The Foundation shall be liquidated in case of achievement of the purpose for which it was established, or in the event of exhaustion of its funds and assets.
2. The decision to liquidate the Foundation shall be taken by the Meeting of Founders. The resolution on liquidation of the Foundation should name the trustee and specify the principles and manner of liquidation.
3. Assets remaining after liquidation shall be devoted to the operation of other non-governmental organisations whose goals are coincident with those of the Foundation. The assignment of the assets shall be determined by the Meeting of Founders with a two-thirds majority of votes.

### **§ 19**

1. The Foundation shall not provide loans or security for liabilities established on its own assets, to members of governing bodies of the Foundation, its employees or persons with whom members of the governing bodies or employees in wedlock, live together with, are relatives of or in a relationship of affinity up to the second degree, or are related by way of guardianship, hereinafter referred to as "relatives".
2. The Foundation shall not transfer its assets nor use them in any manner whatsoever for the benefit of members of governing bodies of the Foundations its employees and their relatives on terms other than apply to third parties, nor shall it purchase goods or services

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from entities in which such persons participate, on terms other than those which apply to third parties, or at prices higher than market prices.

**§ 20**

1. In justified cases, for the purpose of achievement of its goals, the Foundation may merge with another Foundation. Such merger cannot be effected if it would result in a change of the goal of the Foundation. Decisions on merger shall be passed by the Meeting of Founders by way of a resolution.

**§ 21**

1. In matters not regulated by the Statutes, relevant provisions of the law shall apply, in particular of the Foundations Act of April 6<sup>th</sup>, 1984 (consolidated text: J.o.L. no. 46 of 1991, item 203, as amended), Act on Public Benefit and Volunteer Works of April 24<sup>th</sup>, 2003 (J.o.L. no. 96 of 2003, item 873, as amended).

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END OF TRANSLATION

I, Piotr Sut, a sworn translator of English, hereby certify that the above is a true translation of the Polish original document submitted to me. Reference no. 50/16.

Zgierz, November 30<sup>th</sup>, 2016

Sworn translator

mgr Piotr Sut

<p><b>Piotr Sut</b> <b>Certified translator of English</b> Zgierz, ul. Gospodarcza 5, tel. 0-601-825846</p>
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