

**The "APROBATA" Foundation Statute
Consolidated Text dated September 10, 2022.**

Chapter I. General Provisions

§ 1

The "APROBATA" Foundation, hereinafter referred to as the "Foundation", operates based on the Act of April 6, 1984, on Foundations and the provisions of this statute.

§ 2

The "APROBATA" Foundation was established by Jolanta Fień, hereinafter referred to as the "Founder", through a notarial deed drawn up by notary Aleksandra Jurczak at the Notary's Office in Rzeszów, located at 65 T. Rejtana Street, on January 7, 2019, rep. A number 134/2019.

§ 3

The registered office of the "APROBATA" Foundation is in Rzeszów.

§ 4

The duration of the "APROBATA" Foundation is indefinite.

§ 5

1. The area of operation of the "APROBATA" Foundation is the territory of the Republic of Poland.
2. To effectively achieve its social goals, the "APROBATA" Foundation may engage in activities within the country and abroad of the Republic of Poland.

§ 6

1. The "APROBATA" Foundation has a legal personality.
2. The "APROBATA" Foundation collaborates with national organizations with similar or related purposes.
3. The "APROBATA" Foundation collaborates with foreign and international organizations with similar or related purposes.

§ 7

The "APROBATA" Foundation conducts both non-remunerated and remunerated public benefit activities throughout the scope of its statutory activities, namely:

NON-REMUNERATED PUBLIC BENEFIT ACTIVITIES:

- 1) conducting informational and publishing activities,
- 2) organizing and conducting meetings, pieces of training, courses, conferences, workshops, lectures, seminars, competitions, events, outdoor activities, etc., for various age groups, institutions, and entities to serve the achievement of statutory goals,
- 3) creating and implementing educational and preventive programs, especially in social inclusion,
- 4) creating and implementing programs for active combatting of unemployment and reintegration,
- 5) conducting psychotherapy, sociotherapy, camps, counseling points, and other group and individual specialized support,
- 6) providing social, civic, vocational, and legal counseling,
- 7) providing personal counseling and job mediation,
- 8) organizing and participating in national and international projects to achieve statutory goals,
- 9) organizing charitable and humanitarian aid,
- 10) creating and operating self-help groups, social cooperatives, social integration centers, vocational activity centers, and other entities/institutions promoting social policy ideas,
- 11) creating a support and rehabilitation system, establishing, and operating various profile centers including Support Centers - Self-Help Clubs, rehabilitation points,
- 12) establishing and operating educational, sports, and recreational centers,
- 13) organizing campaigns and promotional actions,
- 14) cooperation with local government institutions, trade unions, non-governmental organizations, and economic entities in the country and abroad to achieve statutory tasks,
- 15) obtaining external funds to achieve statutory goals,
- 16) conducting care-rehabilitation activities for individuals with mental disorders.

RENUMERATED PUBLIC BENEFIT ACTIVITIES:

- 1) conducting informational and publishing activities,

- 2) organizing and conducting meetings, pieces of training, courses, conferences, workshops, lectures, seminars, competitions, events, outdoor activities, etc., for various age groups, institutions, and entities to serve the achievement of statutory goals,
- 3) creating and implementing educational and preventive programs, especially in social inclusion,
- 4) creating and implementing programs for active combatting of unemployment and reintegration,
- 5) conducting psychotherapy, sociotherapy, camps, counseling points, and other group and individual specialized support,
- 6) providing social, civic, vocational, and legal counseling,
- 7) providing personal counseling and job mediation,
- 8) organizing and participating in national and international projects to achieve statutory goals,
- 9) organizing charitable and humanitarian aid,
- 10) creating and operating self-help groups, social cooperatives, social integration centers, vocational activity centers, and other entities/institutions promoting social policy ideas,
- 11) creating a support and rehabilitation system, establishing, and operating various profile centers including Support Centers - Self-Help Clubs, rehabilitation points,
- 12) establishing and operating educational, sports, and recreational centers,
- 13) organizing campaigns and promotional actions,
- 14) cooperation with local government institutions, trade unions, non-governmental organizations, and economic entities in the country and abroad to achieve statutory tasks,
- 15) obtaining external funds to achieve statutory goals,
- 16) conducting care-rehabilitation activities for individuals with mental disorders.

§ 8

The income obtained from activities mentioned in §7 of the Statute can only be used for the statutory purposes of the Foundation.

§ 9

Supervision over the Foundation is carried out by the Minister responsible for labor and social policy.

§ 10

The "APROBATA" Foundation may use seals, emblems, flags, colors, badges, and organizational signs in accordance with applicable regulations.

§ 11

The "APROBATA" Foundation may establish certificates, badges, and honorary medals, and award them along with other awards and distinctions in accordance with applicable regulations.

Chapter II. Purpose and Activities of the Foundation

§ 12

The aim of the Foundation is:

- 1) providing social assistance, including assistance to families and people in a difficult life situation and equalizing opportunities for these families and persons,
- 2) supporting the family and the foster care system,
- 3) providing free legal assistance and increasing the legal awareness of the society,
- 4) activities for the integration and reintegration of professional and social people at risk of social exclusion;
- 5) charitable activities,
- 6) maintaining and disseminating national tradition, nurturing Polishness and developing national, civic and cultural awareness,
- 7) activities for the benefit of national and ethnic minorities and the regional language;
- 8) activities for the integration of foreigners,
- 9) protection and promotion of health, including medical activity within the meaning of the Act of 15 April 2011 on medical activity (Journal of Laws of 2020, items 295 and 567),
- 10) activities for the benefit of people with disabilities,
- 11) promotion of employment and professional activation of people who are unemployed and at risk of dismissal,

- 12) activities for equal rights of women and men,
- 13) activities for the benefit of people of retirement age,
- 14) activities supporting economic development, including the development of entrepreneurship,
- 15) activities supporting the development of technology, invention, and innovation as well as dissemination and implementation of new technical solutions in business practice,
- 16) activities supporting the development of communities and local communities,
- 17) activities for the benefit of science, higher education, education, education, and upbringing;
- 18) activities for children and young people, including leisure for children and youth,
- 19) activities for the benefit of culture, art, protection of cultural goods and national heritage,
- 20) support and dissemination of physical culture,
- 21) activities for ecology and animal protection and protection of natural heritage,
- 22) activities for tourism and sightseeing,
- 23) activities for the benefit of public order and security,
- 24) activities for the defence of the state and the activities of the Armed Forces of the Republic of Poland,
- 25) activities for the promotion and protection of freedoms human rights and civil liberties, as well as activities supporting the development of democracy,
- 26) providing free civic counselling,
- 27) rescue and civil protection activities,
- 28) activities for the benefit of assistance to victims of disasters, natural disasters, armed conflicts, and wars in the country and abroad,
- 29) activities for the promotion and protection of consumer rights,
- 30) activities for the benefit of European integration and the development of contacts and cooperation between societies,
- 31) activities for the promotion and organization of volunteering,
- 32) activities to help the Polish diaspora Poles abroad,

- 33) activities for the benefit of veterans and repressed persons,
- 34) activities for the benefit of veterans and injured veterans within the meaning of the Act of 19 August 2011 on veterans of activities outside the state (Journal of Laws of 2019, items 1569 and 1726),
- 35) promotion of the Republic of Poland abroad,
- 36) activities for the benefit of the family, motherhood, parenthood, promotion, and protection of children's rights,
- 37) activities to counteract addictions and social pathologies,
- 38) activities for revitalization,
- 39) activities for non-governmental organizations,
- 40) raising the level of social awareness around causes of the formation and development of pathological behaviour and social exclusions,
- 41) development of formalized forms of care and support as well as community-based forms of assistance and self-help for individuals and families in social inclusion,
- 42) improving the social, economic, educational, and mental health situation of individuals and families at risk of social exclusion,
- 43) advocacy of interests and strengthening of groups in a particularly difficult life situation, including families and people who are unemployed, economically inactive, disabled, seniors, addicts, poor, and homeless,
- 44) holistic social and environmental revitalization, including investment activities,
- 45) undertaking an open social dialogue and integration of local communities,
- 46) undertaking initiatives, supporting, and promoting activities based on cooperation between non-governmental organizations and local government units,
- 47) increasing the level of knowledge and legal awareness of citizens, building civic counselling,
- 48) undertaking initiatives enabling the development and promotion of professional and non-professional artistic creativity,
- 49) organization of activities allowing various social groups to practice sports, assistance in developing and promoting sports achievements,

- 50) organization of various forms of rest and recreation,
- 51) dissemination of knowledge, protection, and promotion of health, including physical, mental, and social,
- 52) improving the skills of active job search,
- 53) assistance in upgrading and changing professional qualifications,
- 54) promotion of various forms of employment and professional activation of people who are unemployed and at risk of dismissal, including running a social enterprise,
- 55) Supporting, managing, and creating social economy entities and professional activation entities,
- 56) activities for the benefit of people with mental disorders, children, adolescents, adults with multiple disabilities,
- 57) rehabilitation activities,
- 58) running Support Centres, including Self-Help Clubs,
- 59) protection of patients' rights.

Chapter III. Assets and Income of the Foundation

§ 13

For the implementation of the Foundation's objectives, the Founder allocates a sum of PLN 1,000 (in words: one thousand zlotys), which will constitute the founding fund of the Foundation. The amount of PLN 1000 (in words: one thousand zlotys) is intended for the statutory activities of the Foundation.

§ 14

1. The Foundation's assets shall constitute the founding fund contributed by the Founder in the amount of PLN 1,000 (in words: one thousand zlotys) and all other property (movables and real estate), financial resources, and property rights acquired by the Foundation during its activity.

2. The Foundation's assets come from:

- a) donations, inheritances, bequests,
- b) grants, subsidies, public generosity,
- c) income from the assets of the Fund

All income obtained by the Foundation is allocated exclusively to statutory activities.

Chapter IV. Authorities of the Foundation

§ 15

The authorities of the "APROBATA" Foundation are the Management Board of the Foundation, hereinafter referred to as the "Board" and the Foundation Council, hereinafter referred to as the "Council".

§ 16

Board

1. Members of the Management Board of the Foundation are appointed and dismissed by the Founder, the Founder may be a member of the Board.
2. The Management Board of the "APROBATA" Foundation consists of one, two, or three people, including the President of the Board.
3. The function of a member of the Management Board may be held for an unlimited number of terms.
4. The term of office of the Management Board shall be indefinite and shall last until further notice.
5. Membership in the Management Board shall cease because of:
 - a) loss of civil rights as a result of conviction by a final court judgment for an offense committed intentionally,
 - b) resignation, death of a member of the Management Board, or dismissal of a member of the Management Board
6. Membership in the Management Board may not be combined with performing functions in the Foundation Council. The Founder may dismiss the Management Board of the Foundation or any member at any time.
7. Members of the Management Board may be elected persons who have not been convicted by a final judgment for an intentional crime prosecuted by public indictment or a fiscal offense.

§ 17

1. The Management Board manages the activities of the "APROBATA" Foundation and represents it outside.
2. The powers of the Management Board shall include:
 - a) approving the main directions of the Foundation's activities,
 - b) managing the current activities of the "APROBATA" Foundation,
 - c) implementation of statutory objectives,
 - d) making decisions on amending the statute of the "APROBATA" Foundation,

- e) preparing the budget and work plans – then their implementation,
- f) management of the assets of the "APROBATA" Foundation,
- g) developing an activity plan for the "APROBATA" Foundation,
- h) preparation of financial statements and reports on the activities of the Foundation "APROBATA" and submission of these documents – each year – to the Foundation Council "APROBATA" for approval,
- i) representing the "APROBATA" Foundation outside,
- j) employing employees and determining their remuneration,
- k) applying to the Founder for liquidation of the "APROBATA" Foundation.

3. Every year, the Management Board is obliged to submit to the Council of the "APROBATA" Foundation an annual report on the activities of the "APROBATA" Foundation.

4. The President of the Management Board and a member of the Management Board of the "APROBATA" Foundation may be employed in the Foundation under an employment contract or the Foundation may conclude a civil law contract with them, in particular on the conduct of the Foundation's affairs for remuneration.

5. The remuneration of the members of the Management Board of the Foundation is paid from the acquired funds, without violating the financial resources transferred by the Founder.

6. In the agreement between the Foundation and a member of the board and in a dispute with him, the Foundation is represented by the Founder or a member of the Council or a proxy appointed by the Founder, and in the event of his death - by the Council.

§ 18

1. Meetings of the Management Board shall be held as necessary, but at least once a 4 months.
2. Meetings of the Management Board shall be convened by the President by sending information about the date by e-mail, telephone, and in the absence of such a possibility by registered mail for at least 3 days.
3. All members of the Management Board must be informed of the meeting.
4. The Management Board shall take decisions by means of unanimous resolutions.
5. The presence of two (2) members of the Management Board (quorum) is obligatory for the validity of a resolution of the Management Board.

Foundation Council

§ 19

1. The Council of the "APROBATA" Foundation is the controlling and opinion-giving body of the "APROBATA" Foundation.
2. The Council of the "APROBATA" Foundation consists of three (3) members, including the Chairman of the Council, Vice-Chairman of the Council and Member of the Board.
3. Members of the "APROBATA" Foundation Council are appointed and dismissed by the Founder. In the event of resignation, resignation, or death of a member, the remaining members of the Foundation Council may supplement the composition of the body.
4. The Chairman and Vice-Chairman of the Council of the "APROBATA" Foundation is elected by the Founder, in the event of his death by the Management Board of the Foundation.
5. Dismissal by the Founder of a member of the Council of the "APROBATA" Foundation before the end of the term of office is possible in the event of actions of a member of the Council of the "APROBATA" Foundation to the detriment of the Foundation, violating its good name or contrary to the objectives of the Foundation.
6. Membership of the Council shall expire as a result of:
 - a) voluntary withdrawal submitted in writing to the Chairman of the Board,
 - b) loss of civil rights as a result of a conviction by a final court judgment for an intentional crime,
 - (c) the death of a member.
7. The function of a Member of the Council of the "APROBATA Foundation" can be performed for an unlimited number of terms of office. The term of office of a Member of the Council of the "APROBATA" Foundation is indefinite and lasts until further notice.
8. Membership in the Board may not be combined with membership in the Management Board, a member of the Board may also not be married, cohabited, in a relationship of kinship, affinity or subordination to a Member of the Management Board.
9. Members of the Council of the "APROBATA" Foundation perform their function as part of volunteering but may receive reimbursement of reasonable costs.
10. Members of the Council may not be convicted by a final judgment for an intentional crime prosecuted by public indictment or a fiscal offense.

§ 20

1. The Council shall in particular have the following tasks:
 - a) proposing to the Management Board the main directions of the Foundation's activities,
 - b) general assessment of the work of the Management Board,
 - c) examining and approving the financial statements of the Management Board of the Foundation,
 - d) evaluation of the use of funds and management of the Foundation's assets,

- e) supervision and control over the activities of the "APROBATA" Foundation, in particular control of the Foundation's assets,
- f) examining and approving the annual reports of the Management Board of the "APROBATA" Foundation on activities and granting discharge to the Management Board,
- g) taking decisions on all other matters not reserved to the competence of other authorities.

§ 21

1. The Council of the "APROBATA" Foundation meets at least once a year.
2. The Council of the "APROBATA" Foundation is convened by the Chairman of the Council on his own initiative or at the request of the Management Board, submitted in writing.
3. The Council of the "APROBATA" Foundation makes decisions in the form of resolutions – by a simple majority of votes. In the event of a tie, the Chairman shall have the casting vote.
4. A meeting of the Board may be convened in extraordinary mode, on the initiative of the Management Board, or at the written request of the Chairman or at least two of its members, to consider a matter of a special nature.
5. An extraordinary meeting of the Council shall be convened not later than 14 days after the date of submission of the request.
6. Meetings of the Council shall be convened by the Chairman by sending information about the date by e-mail, and if this is not possible, by registered mail at least 3 days before the planned meeting.
7. Each member of the Council shall have one vote.
8. Meetings of the Council shall be chaired by the Chairman or Vice-Chairperson. The presence of at least two members of the Foundation Council is obligatory for the validity of resolutions.

The Method of Representation

§ 22

Each member of the Management Board acting independently is entitled to make declarations of will in property and non-property matters and to conclude contracts and incur liabilities on behalf of the "APROBATA" Foundation.

Chapter V. Final Provisions

§ 23

1. It is not allowed:

a) granting loans or securing liabilities with the property of the "APROBATA" Foundation in relation to its members, members of the bodies of the "APROBATA" Foundation, or employees of the "APROBATA" Foundation, and persons with whom the members, founder, members of the bodies, and employees of the "APROBATA" Foundation are married, cohabited, or in a relationship of kinship or affinity in a direct line, kinship or affinity in the collateral line up to the second degree or are related by virtue of adoption, guardianship or guardianship, hereinafter referred to as 'close relatives;

b) transfer their property to the founder, members of the bodies of the "APROBATA" Foundation, or employees of the "APROBATA" Foundation and their relatives, on terms other than in relation to third parties, in particular, if the transfer takes place free of charge or on preferential terms,

c) use the assets of the "APROBATA" Foundation for the benefit of the founder, members of the Foundation's bodies or employees and their relatives on terms other than in relation to third parties, unless this use directly results from the statutory purpose of the Foundation;

d) purchase of goods or services from entities in which members of the Foundation or employees participate, and their relatives, on terms other than in relation to third parties, or at prices higher than market prices.

2. The Foundation may merge with another foundation for the effective implementation of its objectives.

§ 24

The Foundation may appoint organizational units of the Foundation, the principles of which will be determined by the Management Board of the Foundation in separate regulations.

§ 25

1. The "APROBATA" Foundation shall be liquidated if the objectives for which it was established are achieved or if its financial resources and assets are exhausted.

2. The Management Board of the "APROBATA" Foundation shall notify the Minister competent for labor and social policy about the liquidation of the "APROBATA" Foundation.

3. The Founder decides on the liquidation of the "APROBATA" Foundation at the request of the Management Board and determines the liquidation procedure, taking into consideration in particular the proposals of the Management Board and after reviewing the proposals of the Foundation Council. In the event of the Founder's death, the Management Board decides to

liquidate the "APROBATA" Foundation and determines the liquidation procedure.

4. The Founder makes decisions regarding the remaining assets of the Foundation, considering the purpose of the "APROBATA" Foundation and arrangements with the Management Board and the Council of the Foundation. In the event of the Founder's death, decisions regarding the remaining assets of the Foundation are made by the Management Board of the Foundation, in consultation with the Foundation Council.

5. During the liquidation of the Foundation, all liabilities of the Foundation are first settled, and the Management Board of the Foundation decides on the manner of using the liquidation residue in accordance with the statutory objectives of the Foundation.

6. The liquidation of the Foundation is carried out by the Management Board of the Foundation, or a single-person liquidator appointed and dismissed by the Management Board of the Foundation.

7. At the time of liquidation, the name shall be supplemented by the addition "in liquidation".

§ 26

Financial resources and assets remaining after the liquidation of the Foundation may be allocated by virtue of a resolution of the Founder to organizations operating in the Republic of Poland with similar goals or for the implementation of specific goals, which are the statutory objectives of the Foundation. In the event of the Founder's death, the decision on the allocation of property remaining after the liquidation of the Foundation is made by the Management Board in consultation with the Foundation Council.

Amendments to the Statute and dissolution of the Foundation

§ 27

1. If necessary, the statutes may be amended.

2. Decisions on amending the Statute of the Foundation, changing its purpose, or dissolving the Foundation are made by the Founder, and in the event of his death, the decision on changing the Statute of the Foundation, its purpose, or dissolving the Foundation is made by the Management Board of the Foundation.

3. The Foundation ceases to exist on the day of deletion from the register.

§ 28

In matters not regulated by this Statute, the provisions of the Act of 6 April 1984 on Foundations (Journal of Laws of 1991 No. 46, item 203 with subsequent amendments) and the Act of 24 April 2003 on Public Benefit and Volunteer Work (Journal of Laws of 2010 No. 234, item 1536 with subsequent amendments) shall apply.