

# ARTICLES OF INCORPORATION

## CHAPTER I GENERAL PROVISIONS

### § 1

The “Via Stella” Credit Union Foundation, hereinafter referred to as the “Foundation”, established by Małgorzata Gatz and Rafał Matusiak, hereinafter referred to as the “Founders”, by means of a notarial deed drawn up by Maciej Tomaszewski - a deputy for notary public Karol Aleksandrowicz from the Notary Office of Gdańsk, ul. Jaškowa Dolina 132, Repertory A No. 3272/2022, shall operate under provisions of the Act on Foundations and these Articles.

### § 2

1. The Foundation shall be vested with legal personality.
2. The Foundation shall be supervised by the Minister of the Interior and Administration.

### § 3

1. The registered office of the Foundation shall be in Sopot.
2. The Foundation has been established for an indefinite period of time.
3. For the purposes of foreign cooperation the Foundation may use translations of its name, as made into selected foreign languages.
4. The Foundation may use its logo with an inscription indicating the name of the Foundation.
5. The activities of the Foundation, as outlined in its Articles, may be run free of charge, against payment or against partial payment.
6. The Foundation may establish award badges, honorary medals, orders and other decorations and award them, along with other awards and distinctions, to natural persons, legal persons and organisational entities not vested with legal personality, being of merit to the Foundation.
7. The Foundation shall operate in the territory of the Republic of Poland and abroad.
8. For the purpose of meeting its objectives, as outlined in the Articles of the Foundation, the Foundation may establish divisions, branches, local units and other organisational entities at home and abroad .
9. The Foundation may join companies (partnerships), foundations, cooperatives, societies and other social entities pursuing objectives similar to those of its own, at home and abroad.
10. The Foundation shall not run business activity. For undertaking business activity a resolution by the Management Board of the Foundation and a relevant amendment to its Articles shall be required.

## **CHAPTER II**

### **OBJECTIVES OF THE FOUNDATION AND RULES OF ITS OPERATION**

#### § 4

The objective of the Foundation is to organise and provide humanitarian, development, charitable, socially useful and educational aid, and to counteract social exclusion. The Foundation shall operate for the benefit of persons affected by events of a special nature, in particular, it shall aim at assisting the citizens of Ukraine suffering in connection with hostilities in the territory of that country and at mitigating the aftermath of such hostilities. The Foundation may also operate for the benefit of entities supporting those affected or providing services to them.

#### § 5

The objectives of the Foundation, as outlined in its Articles, shall be achieved through the activities run free of charge, against payment or against partial payment, in particular through:

1. identifying the needs for assistance and collecting information on them;
2. acquisition, transport and distribution of aid measures;
3. establishment of permanent and temporary places where assistance can be provided;
4. creating and supporting institutions which assist the affected persons and backing up social self-aid organisations operating on a non-profit basis;
5. organising and supporting educational, care, cultural and academic activities;
6. launching publishing and training projects;
7. arrangement of cultural and educational events and launching information campaigns;
8. organising conferences and seminars;
9. development of rest and leisure activities for those affected, especially children and young persons;
10. conducting advisory activities including, in particular, consultancy in the field of the administrative procedures governing the stay of the affected persons in Poland;
11. developing contacts and cooperation between societies;
12. social and professional reintegration of those affected;
13. running public collections;
14. promotion and organisation of volunteering;
15. cooperation with public institutions and non-governmental organisations operating in the field of the objectives of the Foundation, as resulting from its Articles;
16. national-level and foreign cooperation with natural and legal persons and organisational entities not being legal persons but granted legal capacity by a separate statute, showing interest in the objectives of the Foundation, as inscribed in its Articles;
17. funding and granting awards and distinctions as well as scholarships for individuals considerably instrumental in meeting the objectives of the Foundation, as set in its Articles.

**CHAPTER III**  
**ASSETS AND INCOME OF THE FOUNDATION**

§ 6

The assets of the Foundation shall consist of its initial fund amounting to PLN 1,000 (say: one thousand Polish zloties) and the financial resources and assets acquired by the Foundation in the course of its operation.

§ 7

1. Income of the Foundation may be derived, in particular, from:
  - a) donations, inheritance, legacies,
  - b) subsidies from legal persons,
  - c) public subsidies,
  - d) subsidies (grants) awarded following contests for implementation of tasks, arranged by public and non-public entities,
  - e) interest on funds deposited in bank accounts and interest on investments,
  - f) income from public collections and events,
  - g) income from assets of the Foundation.
2. The entirety of the income of the Foundation shall be allocated solely to its activities, as outlined in the Articles.
3. In order to gain funds for meeting its objectives prescribed in the Articles, activities of the Foundation outlined in the Articles may be carried out against payment or partial payment.

§ 8

The income coming from donations, inheritance, legacies may be used to achieve any objectives of the Foundation, in accordance with its needs and decisions of bodies of the Foundation, unless the donors have agreed otherwise. Decisions of the donors must not, however, be contrary to objectives of the Foundation.

§ 9

1. If the Foundation has been appointed to inheritance, the Management Board shall make a declaration of acceptance of the inheritance with the benefit of inventory, in the time and manner prescribed by relevant provisions of law.
2. The declaration of acceptance of the inheritance with the benefit of inventory by the Foundation may only be made if, at the time of submission of the declaration, it is obvious that the assets of the inheritance significantly exceed the inheritance debts.
3. Unreserved acceptance of an inheritance shall not be allowed.

**CHAPTER IV**  
**BODIES OF THE FOUNDATION**

§ 10

The body of the Foundation shall be the Management Board of the Foundation, hereinafter referred to as the “Management Board”.

#### § 11

1. The Management Board of the Foundation shall be composed of one or a few persons, including the President of the Management Board. Where the Management Board is to consist of more than one person, their number shall be from two to five.
2. A Founder may become a member of the Management Board of the Foundation.
3. Where the Management Board is to include a Founder, the Management Board shall consist of more than one person.

#### § 12

1. Members of the Management Board shall be appointed and removed from office by the Founders for an indefinite period of time.
2. Membership of the Management Board shall cease as a result of:
  - a) submission of a resignation, in writing,
  - b) loss of civil rights or full legal capacity,
  - c) conviction by a final judgment for intentional crime,
  - d) death of a member of the Management Board,
  - e) removal from office by the Founders.

#### § 13

1. The Management Board of the Foundation may appoint and dismiss:
  - a) a programme board,
  - b) an honour board;
  - c) advisory teams.
2. Membership of the above mentioned advisory bodies may include members of the Management Board of the Foundation.

#### § 14

The Management Board shall be responsible for managing the operation of the Foundation and for making decisions on any matters concerning the latter. It shall also represent the Foundation on the outside. In particular, responsibilities of the Management Board shall include:

1. making declarations of will on behalf of the Foundation,
2. adopting and implementing activity programmes of the Foundation,
3. managing the assets of the Foundation,
4. submitting declarations required for acceptance of inheritance, subsidy, legacy and concluding donation agreements,
5. laying down by-laws of the advisory bodies mentioned in § 13 para. 1,
6. establishing and removing divisions, facilities of the Foundation and its other organisational units,
7. determining the size of employment, rules for remuneration and amount of the funds earmarked for the salaries and awards to the staff of the Foundation employed to carry out its activities, as prescribed by the Articles,
8. adopting resolutions concerning amendments to the Articles of the Foundation,
9. adopting a resolution on liquidation of the Foundation.

#### § 15

1. In connection with performance of their role in the body, Members of the Management Board may receive justified reimbursement of costs incurred and remuneration.
2. Remuneration of members of the Management Board shall be set by the Founders.

#### § 16

Members of the Management Board must not be convicted by a final judgment for intentional crime.

#### § 17

The Management Board may appoint, as its advisory body, a Programme Board composed of persons focused on the ideas of the Foundation. The composition and way of operation of the Programme Board shall be determined by a relevant resolution of the Management Board.

#### § 18

1. Resolutions of the Management Board of the Foundation shall be passed by a simple majority of votes, the presence of at least half of members of the Management Board being required for the resolutions to be valid.
2. Each member of the Management Board of the Foundation shall have one vote. In the event of a tie, the President of the Management Board shall have the casting vote.
3. Persons whose activities correspond with objectives of the Foundation, as prescribed in its Articles, may be invited by the Management Board of the Foundation to participate in the meetings. Such persons shall not, however, be entitled to take part in voting on the resolutions.

#### § 19

Where the Management Board is composed of more than one person, each member of the Management Board may independently represent the Foundation, make declarations of will and sign, on behalf of the Foundation, in non-property cases and in property cases of the single amount involved not exceeding PLN 10,000 (ten thousand Polish zloties). In property cases, where the single amount involved exceeds the above mentioned sum, cooperation of two members of the Management Board shall be required, and where the Management Board is composed solely of a single person, the President of the Management Board shall have the right to act independently.

### **CHAPTER V AMENDMENTS TO THE ARTICLES**

#### § 20

Amendments to the Articles may concern any of its provisions, including those regarding objectives of the Foundation.

#### § 21

A resolution on amendments to the Articles shall be adopted by the Management Board of the Foundation.

## **CHAPTER VI FINAL PROVISIONS**

### § 22

1. In order to implement its objectives efficiently the Foundation may conclude agreements with other entities. It may also merge with another foundation.
2. The merger mentioned in para. 1 above shall not, however, take place if the objective of the Foundation should essentially change as a result.
3. A decision on the merger shall be passed by the Management Board of the Foundation by means of an unanimous resolution.

### § 23

1. The Foundation shall undergo liquidation if:
  - a) the objectives for which it was established have been achieved or its financial resources and assets have been exhausted,
  - b) the Management Board of the Foundation has decided so.
2. A resolution on the liquidation of the Foundation shall be passed by the Management Board unanimously.
3. The minister exercising supervision of the operation of the Foundation shall be advised by the Management Board about liquidation of the Foundation.

### § 24

The assets remaining after liquidation of the Foundation shall be transferred, subject to Art. 5 para. 4 of the Act on Foundations, to the institutions, the operation of which corresponds with the objectives of the Foundation, as set in its Articles.

### § 25

The Articles will come into force on the date of the decision on entering the Foundation in the National Court Register.

Signed by:

Małgorzata Gatz

Date:

2022-04-08  
08:50

Signed by:

Rafał Sławomir Matusiak

Date:

2022-04-08  
11:59

