

Statute of Fundacja Historii Społecznej (Social History Foundation)

I. General provisions

§ 1

Fundacja Historii Społecznej (Social History Foundation), hereinafter referred to as “the Foundation,” established by Wojciech Goslar, hereinafter referred to as “the Founder,” by means of a notarial act drawn up on 3rd February 2015, by Łukasz Mleko, notary of civil law, in Kraków, 48/1 Grodzka Street, carries on its activities on the basis of the provisions of the Act of 6th April 1984 on Foundations, as well as the hereby statute.

§ 2

1. The Foundation operates in the Republic of Poland and outside its borders.
2. The seat of the Foundation is the city of Kraków.
3. With a view to carry out its statutory tasks, the Foundation may establish missions and local branches.
4. The Foundation may operate outside Poland.
5. The manner of establishing divisions, missions and local branches is decided upon by the Foundation Board in the form of a resolution.

§ 3

The Foundation is established for an unlimited time.

§ 4

1. The Foundation may use a seal informing of its name and seat.
2. For the purpose of cooperation with entities from abroad the Foundation may use translation of its name into respective languages.

II. Objectives and forms of the Foundation’s operation

§ 5

The Foundation carries out paid and free of charge activities in the sphere of public benefit, in all fields of its operation.

§ 6

The objective of the Foundation is to document, collect, develop and popularize sources, data, historical and literary evidence related to the social Left in Poland and in emigration.

§ 7

The Foundation pursues its objectives by means of:

- a) archiving sources, including manuscripts, prints, iconographic and audiovisual documents,
- b) protecting and renovating the Foundation's collection, as well as taking care of the archive records put in charge of the Foundation,
- c) publishing sources and studies thematically related to the objectives of the Foundation – in print and as digital materials,
- d) organizing conferences, symposia and seminars,
- e) initiating and organizing – in Poland and abroad – research that is relevant to the statutory objectives of the Foundation,
- f) building – through digitalization of the Foundation's own collection and materials put in its charge or made available to it – open and freely accessible digital libraries, and maintaining same,
- g) building online databases, catalogs of the Foundation's own collection and bibliographic databases,
- h) building and making available audio and video archives related to the recent history of Poland's Left, grassroots democratic initiatives, civil strategies of empowerment,
- i) exhibition activities, creating permanent and temporary exhibitions,
- j) educational activities aimed at popularizing knowledge on the contribution and tradition of the Polish leftist thought,
- k) cooperating with research institutions, organizations, museums and galleries in Poland, Europe and worldwide, whose objectives correspond with the objectives of the Foundation.

§ 8

In order to achieve its objectives the Foundation may support the activities of individuals and institutions that are concurrent with its objectives also by means of scholarship programs.

III. Organs of the Foundation

§ 9

1. The organs of the Foundation are:

- a) Foundation Governing Board,
- b) Foundation Council,
- c) Program Council.

2. Members of the Foundations' governance receive no remuneration for their participation in the works of the abovementioned organs.

A. Foundation Governing Board

§ 10

1. The Foundation Governing Board, hereinafter referred to as the "Governing Board," manages the activities of the Foundation and represents it.

2. The Governing Board is composed of 2 to 5 members appointed by the Founder or – in the event of the Founder's death or his losing capacity to perform acts in law – by the Foundation Council.

3. The Founder is a member of the Governing Board.

4. The Governing Board is appointed for an unlimited period.

5. Membership in the Governing Board is terminated as a result of a Board member's resignation in writing, a dismissal by the Founder, or death of the Board member in question.

6. The Governing Board makes its decisions during sessions, in the form of resolutions adopted by simple majority, in the presence of at least two thirds of the members, with the reservation of section no. 10.

7. In the event of the Governing Board being composed of two individuals, decisions are made unanimously.

8. Sessions of the Governing Board, summoned by the Founder on his own initiative, or upon request of the other members of the Board, are held as need may arise, albeit no less frequently than once a quarter.

9. A session of the Board is deemed valid if the members have been informed, by way of email, of the place, time and agenda of the meeting at least 10 days before the scheduled date of the session.

10. Resolutions may be adopted when no formal session has been summoned, given that all members of the Board are present and none has raised an objection against holding a session or against adding particular items to the agenda.

§ 11

1. Duties of the Board include particularly:

- a) managing the current operations of the Foundation and representing it,
- b) adopting annual and multiannual programs of the Foundation's operation, approved by the Foundation Council,
- c) drafting reports on the operations of the Foundation,
- d) controlling the property and assets of the Foundation,
- e) accepting endowments, legacies and bequests, subsidies and grants,
- f) deciding on employment in the Foundation and the employees' remuneration,
- g) establishing and dissolving organizational units of the Foundation (missions, local branches etc.).

2. All matters not restricted as the sole competence of other organs of the Foundation lie within the competence of the Board.

3. The Board is responsible for the realization of statutory objectives.

B. Foundation Council

§ 12

1. Foundation Council is an organ invested with consultative, supervisory and monitoring powers.

2. Foundation Council is composed of 3 to 5 members appointed by the Founder.

3. The Founder appoints and dismisses the Chair of the Foundation Council, who represents the Foundation Council and summons sessions of the Foundation Board, as well as chairs them.

4. Foundation Council is a collegial organ, separate from the Board, and it is not subordinate to the Board, nor is it subject to the Board with regard to internal audit.

§ 13

1. A member of the Foundation Council must not be a member of the Board.
2. Membership in the Foundation Council is terminated as a result of a Foundation Council member's resignation in writing, a dismissal by the Founder or death of the Foundation Council member in question.
3. In the event of a member signing a contract of employment with the Foundation, his/her membership in the Foundation Council is suspended, either for the time of serving the function or for the duration of the contract, whichever applies.
4. Members of the Foundation Council may not be married to members of the Board, nor may they live with them in cohabitation, be their next of kin, have other family connections with them, or be subordinated to them in any official capacity.
5. Members of the Foundation Council may receive reimbursement of justified costs incurred while serving functions in the Foundation Council.

§ 14

1. Sessions of the Foundation Council are held at least once a year.
2. Sessions of the Foundation Council are summoned by the Chair, on his/her own initiative, or upon written request on the part of the Board.
3. A session of the Foundation Council is deemed valid if the members have been informed, by way of email, of the place, time and agenda of the meeting no later than 14 days before the scheduled date of the session.
4. Sessions of the Foundation Council are attended by a member of the Board.
5. Foundation Council makes its decisions during sessions, in the form of resolutions adopted by simple majority, in the presence of at least half its members. In the event of a tie, the Chair's vote prevails.

§ 15

Duties of the Foundation Council include:

- a) giving its opinion on – as well as approving – annual and multiannual programs of the Foundation's operation drafted by the Board,

- b) giving its opinion on matters put forward by the Board,
- c) supervising the operations of the Foundation and controlling same, in particular controlling the assets of the Foundation,
- d) approving annual reports on the operations of the Foundation,
- e) indicating the entity in charge of audit, should need for audit arise.

C. Program Council

§ 16

1. The Board may appoint Program Council, which will act as its counseling and advisory body, wherewith it will collaborate to determine the Foundation's focus of action.
2. Members of the Program Council have the right to attend the Board's session, in advisory capacity.
3. The Program Council is established for unlimited time.
4. Membership in the Program Council is terminated as a result of a member's resignation in writing, a dismissal by the Founder or death of the Program Council member in question.
6. Members of the Program Council may be members of prize and scholarship awarding chapters, and other permanent as well as non-permanent organs of the Foundation.

IV. Representation

§ 17

Declarations of will on the Foundation's behalf are made by two members of the Board, acting jointly.

V. The Foundation's property

§ 18

The Founder contributes 6,000 (six thousand) zlotys in the founding fund.

§ 19

The Foundation is liable for its debts and liabilities with all its assets.

§ 20

1. The Foundation's profits come in particular from:

- a) grants, subsidies and subventions by legal persons,
- b) donations, legacies and bequests by natural persons,
- c) proceeds from collections and public events,
- d) proceeds from economic activity,
- e) proceeds from the Foundation's assets.

2. The Foundation may accumulate its funds in the Polish currency (PLN) or in foreign currencies, in accordance with the provisions of the Polish currency regulations.

3. The Foundation's entire income is used for its statutory activity and paying the costs of its operations.

4. It is prohibited:

a) to lend money or secure liabilities with the Foundation's property, with regard to members of the Foundation's organs or its employees and individuals to whom they are married, with whom they live in cohabitation, with whom they have close or other family connections, including second degree, legal custody or guardianship, further referred to as "individuals having close connections" to the member in question,

b) to transfer the Foundation's assets for the benefit of its organs' members or its employees, as well as individuals having close connections to the aforementioned, in accordance with principles other than those applied to third parties, especially when the transfer has been effected free of charge or on preferential terms,

c) to use the Foundation's assets for the benefit of its organs' members or its employees, as well as individuals having close connections to the aforementioned, in accordance with principles other than those applied to third parties, unless directly justified by a statutory objective,

d) to purchase goods or services from entities co-formed by the Foundation's organs' members or the Foundation's employees, in accordance with principles other than those applied to third parties.

§ 21

1. Revenue from grants, subsidies, subventions, donations, legacies and bequests may be used to effect the Foundation's objectives only while respecting the will of the testators or donors.

2. In the event of the Foundation being called to inherit, it lies with the Board whether to accept the legacy with all its obligations.

VI. Economic activity

§ 22

1. The Foundation may pursue economic activity to the extent serving its objectives, in accordance with Polska Klasyfikacja Działalności, within the following scope:

- a) retail of other products in specialized stores – 47.7,
- b) retail by mail delivery vendors or online vendors – 47.91.Z,
- c) other forms of retail in sites other than stores, stalls and marketplaces – 47.99.Z,
- d) publishing books and periodicals, performing other publishing activities, with the exclusion of developing software – 58.1,
- e) activity related to films, videos and TV broadcasting – 59.1,
- f) audio and music recordings – 59.20.Z,
- g) research and developmental works in social sciences and humanities – 72.20.Z,
- h) preparing photocopies, documents and other activity supporting operations of an office – 82.19.Z,
- i) activity related to organizing fairs, exhibitions and congresses – 83.30.Z,
- j) activity of libraries and archives – 91.01.

2. Should commencing or exercising economic activity require an approval, permit or concession, as per specific regulations, the commencement of or exercising such activity may take place after securing appropriate approval, permit or concession.

3. The Foundation pursues economic activity, including accounting, in accordance with the provisions of law.

4. Revenue from economic activity may be used only toward effecting the Foundation's statutory objectives.

5. Economic activity may be pursued exclusively as additional activity of the Foundation.

6. Financial year is the same as calendar year.

VII. Changes to the statute

§ 23

Statute of the Foundation may be changed by means of resolution adopted unanimously by the Board in the presence of all members of the Board.

§ 24

Changes to the Statute with respect to the objectives of the Foundation may consist exclusively in broadening their scope.

VIII. Merging with another foundation and liquidating the Foundation

§ 25

1. The Foundation may merge with another Foundation with similar statutory objectives, on conditions specified by both foundations-parties to the merger.
2. Merger cannot take place should it result in a substantial change to any of the Foundation's objectives.
3. The decision on merger is made unanimously by the Board.
4. The decision to liquidate the Foundation is made by the Founder, or – in the event of the Founder's death or his losing capacity to perform acts in law – by the Board in the form of a unanimous resolution.
5. The liquidator of the Foundation is the Board.
6. The liquidator's duties include particularly:
 - a) applying to the Registry Court for commencement of liquidation,
 - b) drawing up a balance sheet on the commencement of liquidation,
 - c) summoning creditors to present their receivable debts,
 - d) drawing up a financial plan for the liquidation, and a plan of meeting obligations,
 - e) recovering liabilities, meeting obligations and selling its assets,
 - f) transferring the property remaining after meeting obligations to creditors to appropriate entities,
 - g) registering the fact of completing the liquidation with the Registry Court, alongside an application for removal from register.
7. The property remaining after liquidation will be used to further objectives concurrent with those of the Foundation.