

“ARTES LIBERALES INSTITUTE” FOUNDATION CHARTER

(consolidated text adopted by the resolution of the Foundation Council on 1 December 2017)

The “*Artes Liberales* Institute” Foundation, hereinafter referred to as the “Foundation”, was established in 1997 by Jerzy Axer and Jan Kieniewicz, convinced of the value of the Classical tradition and of the Mediterranean heritage and their applicability for the harmonious development of European culture, with the preservation of the national and ethnic identity of each country, with a view to introducing new, experimental educational methods in Higher Education and in lower levels schools.

General Provisions

§ 1.

The Foundation acts in accordance with Polish law, and in particular in accordance with the Foundations Law and the provisions of this Charter.

§ 2.

1. The Foundation operates within the territory of the Republic of Poland and may establish branches abroad.
2. The registered office of the Foundation is located in the capital city of Warsaw.
3. The Foundation has been established for indefinite time.

§ 3.

In cooperation with foreign entities, the Foundation may use translations of its name into selected foreign languages.

Objectives and Principles of Operation of the Foundation

§ 4.

1. The Foundation’s objectives include as follows:

1) contribution to the development of experimental educational methods combined with scientific research, particularly at the intersection of the Humanities, Social Sciences and Natural Sciences,

2) support of the establishment and development of educational and research units operating in these fields, in particular at the University of Warsaw.

2. The Foundation may on its own or in cooperation with other entities or persons engage in any other operations or perform any other activity which may be necessary, useful, relevant or

appropriate in pursuing and achieving the objectives referred to in section 1 above.

3. The Foundation's activities shall not in any way involve propaganda or other forms of influencing legislation, nor shall the Foundation participate in or intervene (including in the context of its publishing activities or distribution of statements) in any political campaigns in favor of or against any candidate.

§ 5.

The Foundation implements its objectives in particular via:

- 1) disseminating and popularizing new educational methods, especially experimental ones, in the Humanities, Social and Natural Sciences,
- 2) providing financial, in-kind, organizational or intellectual assistance to persons or research units with a view to assisting teaching with the use of experimental methods and to adjusting earlier programs to new methodological requirements;
- 3) disseminating and popularizing cultural achievements and the tradition of the nations that have lived around the Mediterranean Sea and in Central and Eastern Europe;
- 4) providing financial, in-kind, organizational or intellectual assistance to persons or research units or entities wishing to acquire or enhance their knowledge of languages, culture, the arts, technical heritage, humanities, social and natural developments, ethics, science, legislation and traditions of the peoples and nations of the ancient world and the modern era who have lived in areas around the Mediterranean Sea and in Central and Eastern Europe, as well as contributing to the preservation of the Hellenic and Latin cultural heritage;
- 5) part-financing the operation of research and educational units, in particular of the University of Warsaw, active in the Humanities, Social and Natural Sciences, providing these units with new educational programs and with the equipment requisite for conducting classes and research under these programs;
- 6) financial support for doctoral studies, especially inter-faculty and interdisciplinary ones, including doctoral scholarships;
- 7) conducting research and educational activities related to the foundations of the Humanities and offering the teaching of languages of the Mediterranean Basin and of Central and Eastern Europe (both “dead” and “living”), in particular of Greek and Latin;
- 8) offering scholarships and study grants to students and researchers in training or undertaking research and improving their skills to the extent relevant to the Foundation's objectives, and organizing and supporting placements and traineeships for that purpose;
- 9) organizing and providing financial, in-kind, organizational or intellectual assistance fostering the exchange of occupational or scholarly experience in areas related to the objectives of the Foundation;
- 10) conducting research related to the objectives of the Foundation;
- 11) organizing lectures, seminars, symposia, conferences, panels, and other forms of the exchange of ideas, dialog and education;
- 12) cooperation with domestic and foreign persons and institutions conducting activities related to the objectives of the Foundation.

§ 6.

1. The Foundation does not conduct any business activity and does not make any profit.
2. The Foundation allocates its assets and the related income to further its objectives.

The Foundation's Assets and Income

§ 7.

1. The Foundation's assets include its founding capital and other resources generated by the Foundation in the course of its operation.
2. The Foundation's founding capital is PLN 2,000.

§ 8.

The Foundation's income includes:

- 1) donations, bequests, legacies;
- 2) subsidies from legal persons;
- 3) income from fundraising and public events;
- 4) income on the Foundation's assets.

§ 9.

1. The revenue of the Foundation may be used for furthering its objectives only with respect to the will of testators and donors.
2. With regard to the acceptance of donations and bequests, relevant statements shall be submitted by the Foundation's Board in accordance with the provisions of law.
3. The Foundation Board may not accept a donation or bequest if the liabilities exceed the value of the property accepted.

§ 10.

The Foundation Board must not:

- 1) grant loans to or secure liabilities with the Foundation's assets of members of the Foundation's bodies or employees as well as to persons with whom they are married or in a relationship of consanguinity or affinity in a straight line, consanguinity or affinity in the collateral line, up to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as "next of kin";
- 2) transfer the Foundation's assets to the members of the Foundation's bodies or its employees and their next of kin;
- 3) purchase goods or services on special terms from entities whose authorities include members of the Foundation's bodies or its employees and their next of kin.

§ 11.

The Foundation may raise its funds in Polish currency and in foreign currencies in banks, in accordance with the provisions of Polish law.

Foundation Authorities

§ 12.

The Foundation's Authorities include: the Foundation Council, hereinafter referred to as the "Council" and the Foundation Board, hereinafter referred to as the "Board".

Foundation Council

§ 13.

1. The Foundation Council consists of no less than six and no more than fifteen members, appointed for an indefinite period of time.
2. Membership in the Council of the Foundation may not be combined with membership in the Board of the Foundation.
3. The Founders shall become members of the Council of the Foundation by law.
4. Members of the Foundation Council shall be appointed and dismissed by the Founders.
5. The Founders may appoint an honorary President and honorary members of the Foundation Council in recognition of their merits for the Foundation. They shall only have an advisory capacity and shall not participate in the adoption of resolutions by the Council and shall not be counted in the number of members of the Foundation Council specified in section 1 herein.
6. Membership in the Council of the Foundation shall expire in the event of:
 - 1) a conviction for committing an intentional offence becoming final;
 - 2) resignation from membership;
 - 3) death;
 - 4) dissolution of a legal person represented in the Council;
 - 5) dismissal of a member by the Founders.
7. The Founders may unanimously delegate their powers referred to in paragraphs 4 and 5 herein to the Council of the Foundation. The delegation of these powers may also be revoked at any time by a unanimous decision of the Founders. The delegation of powers, as well as their withdrawal, must be made in writing.
8. A member of the Council of the Foundation is not entitled to remuneration. He/she receives reimbursement of documented expenses related to the participation in the work of the Council.
9. A member of the Council of the Foundation may manage the educational and/or scientific programs implemented by the Foundation and receive remuneration on this account in accordance with the Foundation's human resources policy.

10. A member of the Council of the Foundation may not be related or remain in the relationship of affinity or subordination by reason of employment, nor married to members of the Board.

§ 14.

1. The activities and responsibilities of the Council of the Foundation include in particular:

1) defining the directions of the Foundation's activities and supervising their implementation;

2) making changes to the Foundation Charter;

3) appointing and dismissing the President, Vice President and members of the Foundation Board as well as determining their remuneration;

4) defining the Council's rules of procedure and appointing the Council's committees;

5) approving the Foundation's annual and multiannual plans of operation, organization and internal regulations of the Foundation, including the principles of remuneration in the Foundation;

6) evaluating the work of the Board of the Foundation, reviewing the annual reports of the Board concerning the activities of the Foundation, its finances and other assets;

7) appointing experts to audit the financial statements of the Foundation;

8) considering complaints against the activities of the Board of the Foundation and issuing opinions on matters submitted by the Board.

2. Members of the Foundation Council are obliged to propagate the objectives set by the Foundation and to assist the Foundation in obtaining funding and establishing contact with the Foundation's partners.

§ 15.

1. The work of the Foundation Council is organized by the Chairperson of the Council, elected by a simple majority of its members, in a secret ballot, with at least half of its members present.

2. The Chairperson of the Foundation Council is eligible for the title of "President" of the Foundation.

3. The Chairperson of the Foundation Council convenes meetings of the Council and presides over them. In the absence of the Chairperson, meetings of the Council are chaired by a member of the Council designated by him. If the President is absent or if he fails to designate a member of the Council to chair the meeting, the chairperson of the meeting shall be elected by the members of the Council present at the meeting.

4. Administrative assistance to the Foundation Council is provided by the Foundation Board.

§ 16.

1. The Foundation Council convenes at least once annually.
2. The Foundation Council takes decisions in the form of resolutions by an ordinary majority, in the presence of at least 1/2 of its members; all Council members must be notified about the meeting. In the event of an equal number of votes for and against, the Chairperson of the Council or the Council member elected as the chairperson of the meeting has the casting vote.
3. Members of the Foundation Council may take part in adopting Council resolutions by casting their votes in writing through another Council member. Voting in writing may not concern matters included in the agenda at the Council meeting.
4. The Foundation Council may adopt resolutions using electronic means of direct remote communication, in writing. A resolution becomes binding if all members of the Council have been notified of the content of the draft resolution.
5. The adoption of resolutions in the manner set out under sections 3 and 4 herein does not apply to elections of the Chairperson of the Council, appointing and dismissing the President, Vice President and members of the Board and to the execution of the Council's entitlements, granted to it under Art. 13 section 7.
6. Resolutions of the Foundation Council are signed by chairperson of the meeting.

Foundation Board

§ 17.

1. The Board of the Foundation is composed of three to five members, including the President and Vice-President of the Board, appointed by the Council of the Foundation for the term specified in the resolution.
2. The positions on the Foundation Board are designated by the Council of the Foundation.
3. The work of the Foundation Board is organized by the President.

§ 18.

The President of the Foundation Board shall convene and chair the meetings of the Board. In the absence of the President, the meetings of the Board are chaired by the Vice-President. If the President and Vice President of the Board are absent and the chairman has not been appointed from among the members of the Board, the chairman of the meeting shall be elected by the members of the Board present at the meeting. All members of the Board must be notified about the meeting.

§ 19.

1. The Board of the Foundation takes decisions in the form of resolutions, by a simple majority of votes, in the presence of at least two members of the Board. In the event of an equal number of votes for and against, the chairperson of the Board meeting has the casting vote.
2. Members of the Board of the Foundation may take part in adopting Board resolutions by casting their votes in writing through another Board member. Voting in writing may not concern matters included in the agenda at the Board meeting.

3. The Board of the Foundation may adopt resolutions using electronic means of direct remote communication, in writing. A resolution becomes binding if all members of the Board have been notified of the content of the draft resolution.

§ 20.

1. The Foundation Board manages the Foundation's current operations; its competences include taking decisions concerning all matters not reserved for the authority of the Foundation Council.

2. The Foundation Board, in particular:

- 1) represents the Foundation in external relations;
- 2) develop annual and multiannual plans of the Foundation's operation;
- 3) manages the Foundation's assets;
- 4) determines the number of employees in the Foundation and of the resources designated for remuneration and awards;
- 5) appoints heads of the Foundation's units;
- 6) appoints, in consultation with the University of Warsaw, the directors of educational and/or research programs part-financed by the Foundation.

3. The Board of the Foundation may appoint consultants from among scientists and practitioners and their teams to evaluate the Foundation's activities and may commission them to carry out appropriate studies.

§ 21.

Two members of the Board acting jointly, a member of the Board together with an attorney appointed by the Board acting within the limits of their authority, or two attorneys appointed by the Board, acting jointly within the limits of their authority, are authorized to make declarations of intent in the scope of the Foundation's property rights and obligations.

§ 22.

1. A Board member is not entitled to remuneration. He/she shall receive reimbursement of documented expenses related to the participation in the work of the Board.

2. A Board Member may manage the Foundation's educational and/or scientific programs and receive remuneration for such programs in accordance with the Foundation's human resources policy.

Amendment of the Charter

§ 23.

Amendments to the Foundation Charter shall be made by the Council of the Foundation by a resolution adopted by an absolute majority of votes, in the presence of at least $\frac{3}{4}$ of the members of the Council, on its own initiative, after prior consultation with the Board of the Foundation or at the request of the Board. Amendments to the Charter may not include substantial changes in the objectives of the Foundation, as defined in the founding act.

Merger with Another Foundation

§ 24.

The Foundation may merge with another Foundation for the efficient pursuit of its objectives.

§ 25.

Merger with another Foundation shall not take place if it were to change the overriding objectives of the Foundation.

§ 26.

A decision of merging with another Foundation shall be taken by the Foundation Council in a resolution adopted by an absolute majority of votes, with at least $\frac{3}{4}$ of the Council members present, on its own initiative, after prior consultation with the Board of the Foundation or at the request of the Board.

Dissolution of the Foundation

§ 27.

The Foundation shall be dissolved once it has accomplished its objectives or has exhausted its financial resources and assets.

§ 28.

1. A decision concerning the dissolution of the Foundation shall be taken by the Foundation Council in a resolution adopted by an absolute majority of votes, with at least $\frac{3}{4}$ of the Council members present, on its own initiative, after prior consultation with the Board of the Foundation or at the request of the Board.
2. In the event of the dissolution of the Foundation, after paying or making a provision for settling any liabilities of the Foundation and covering the costs of liquidation, the remaining assets of the Foundation shall be distributed in accordance with the decision of the Council of the Foundation to support one or more organizations with similar objectives. The Foundation's assets may not be transferred to any natural person.

Miscellaneous

§ 29.

The Foundation may establish decorations, medals and honorary titles and award them together with other awards and distinctions to persons and institutions of merit for the objectives adopted by it or for the Foundation itself. These distinctions shall be established by the Council. The rules and procedure for awarding these distinctions shall be determined by the Council upon a motion of the Board.