

STATUTE OF THE DUNIN FAMILY FOUNDATION

Chapter I General Provisions

§ 1

The foundation under the name “Fundacja Rodu Duninów” (the “Dunin Family Foundation”), hereinafter referred to as the “Foundation,” was established by the Founders – Ms. Barbara Dunin and Ms. Danuta Dunin, who submitted their declaration of intent to establish the Foundation in the form of a notarial deed on 19 May 2023 before Notary Marta Friediger at a notarial office in Kraków.

§ 2

1. The Foundation operates on the basis of the provisions of the Act of 6 April 1984 on Foundations (Journal of Laws of 2023, item 166, as amended), this Statute and other applicable laws.
2. The Foundation has legal personality and its duration is unlimited.
3. Supervision over the Foundation is exercised by the Minister of Culture and National Heritage.
4. The competent registry court for the Foundation is the District Court for Kraków–Śródmieście.

§ 3

1. The registered seat of the Foundation is the city of Kraków, and its principal places of activity are Kraków and the locality of Głębowice.
2. The Foundation operates within the territory of the Republic of Poland and abroad, where justified by the need for the proper fulfillment of its mission and objectives.
3. The Foundation may use the abbreviated name “FRD”, a seal, and a graphic symbol bearing its name.
4. In the course of international cooperation, the Foundation may use translations of its name in selected foreign languages.

Chapter II Mission, Objectives and Principles of Operation

§ 4

1. The Foundation has been established to carry out activities in the fields of culture, art, science, education, upbringing, as well as to support and undertake activities in environmental protection, animal welfare, and the protection of natural heritage, including the heritage of the Dunin family, in particular the reconstruction and revitalization of the palace in Głębowice.

2. The mission of the Foundation includes in particular:

- 1) raising funds for the reconstruction and revitalization of the palace in Głębowice and the manor house in Kopytówka;
- 2) reconstruction and revitalization of the palace in Głębowice for use as the Foundation's seat and museum, and conducting statutory activities therein;
- 3) operating a museum with particular emphasis on local, historical and regional themes;
- 4) preserving and maintaining cultural heritage and traditions; safeguarding the legacy of the Dunin family and supporting its members;
- 5) supporting the development of local communities;
- 6) supporting and undertaking initiatives in the fields of science, culture, education and upbringing;
- 7) supporting and undertaking activities in environmental protection, animal welfare and the protection of natural heritage;
- 8) supporting and undertaking activities in social welfare, social assistance and humanitarian aid.

§ 5

1. The Foundation fulfills its mission and implements its objectives specified in § 4 through:

- 1) reconstruction and revitalization of historic buildings, including the protection and care of the palace and park complex in Głębowice;
- 2) establishment and operation of a museum in Głębowice;
- 3) undertaking initiatives and cooperation with local authorities in order to protect national heritage, promote local traditions and support the development of local communities;
- 4) collecting, making available and promoting information related to the history and public and social activities of the Dunin family;
- 5) conducting research and archival activities;
- 6) organizing cultural and patriotic events, exhibitions, literary and scientific sessions, artistic workshops and meetings with youth;
- 7) operating animal shelters;
- 8) running galleries of artworks, artistic products and handicrafts;
- 9) conducting publishing activities, especially in the fields of history, art, heraldry and social activity;
- 10) organizing educational, sports, recreational and therapeutic activities;
- 11) maintaining contacts and pursuing common statutory objectives with organizations, institutions and foundations, including cooperation with local government bodies and non-governmental organizations;
- 12) conducting business activity.

2. The implementation of the Foundation's statutory objectives consists in organizing and financing the following types of activities:

- 1) scientific – by promoting the development of knowledge and organizing activities popularizing the history of hunting and the region, as well as nature protection and ecology;
- 2) educational – by organizing educational activities for children and adults, in particular in the fields of history, art, sport, health, ecology, nature protection and artistic craftsmanship;
- 3) cultural – by organizing cultural activities, including the protection and development of cultural heritage and art;
- 4) upbringing-related – by organizing educational and therapeutic workshops and activities for children and adults.

3. The Foundation carries out its mission and objectives directly or indirectly by providing organizational support to institutions, organizations and individuals conducting activities specified in § 4 of this Statute.

Chapter III Assets and Income of the Foundation**

§ 6

1. The Foundation's assets consist of the founding fund in the amount of PLN 5,000.00 (in words: five thousand 00/100) granted by the Founders, as well as financial resources, property rights, real estate and movable property acquired during its operation.

2. The founding fund is allocated as follows: PLN 4,000.00 for statutory activities and PLN 1,000.00 for business activity.

§ 7

1. The Foundation's income derives in particular from:

- 1) subsidies, donations, inheritances and bequests;
- 2) earmarked grants from public administration bodies or European Union funds;
- 3) public collections and events;
- 4) the Foundation's real estate and movable property;
- 5) business activity;
- 6) income from paid statutory activities;
- 7) income from capital investments and securities;
- 8) other sources.

2. In the event that the Foundation is appointed as an heir, the Management Board shall submit a declaration of acceptance of the inheritance with the benefit of inventory only if it is evident that the assets significantly exceed the liabilities.

3. The Foundation is liable for its obligations with all its assets.

4. The Foundation's assets may be invested in business ventures conducted by the Foundation, as well as in companies and securities issued or guaranteed by the State Treasury.

5. The Foundation may hold bank accounts in Poland and abroad.

6. The income referred to in paragraph 1 shall be used to achieve the objectives specified in § 4 of this Statute.

Chapter IV Types of Activities of the Foundation

§ 8

1. The Foundation conducts statutory activities as defined by law and this Statute.

2. The Foundation may conduct business activity in Poland and abroad in accordance with applicable law.

3. Business activity shall be conducted to the extent necessary to achieve the Foundation's statutory objectives.

4. Business activity of the Foundation serves as a means of achieving its statutory objectives. All income generated from such business activity shall be allocated to the Foundation's statutory activities.
5. The Foundation is authorized to collect and process personal data.

§ 9

1. The Foundation shall not grant loans or secure obligations with its assets in relation to the Founders, members of its governing bodies, employees, or persons who are spouses of such persons or are related to them by blood or affinity in the direct line, or in the collateral line up to the second degree, or are related by adoption, guardianship or custodianship (hereinafter referred to as "related persons").
2. The Foundation shall not transfer its assets to the Founders, members of its governing bodies, employees, or their related persons on terms more favorable than those applicable to third parties, in particular where such transfer is made free of charge or on preferential terms.
3. The Foundation shall not use its assets for the benefit of the Founders, members of its governing bodies, employees, or their related persons on terms more favorable than those applicable to third parties, unless such use directly results from the statutory objectives of the Foundation.
4. The Foundation shall not purchase goods or services on preferential terms from the Founders, members of its governing bodies, employees or their related persons, or from entities in which such persons participate, or from related persons of the Founders, members of its governing bodies or employees.

§ 10

1. The Foundation's business activity may be conducted directly by the Foundation or through a business unit separated within its structure for financial and accounting purposes.
2. The Foundation's business activity may also be carried out through participation in civil law and commercial partnerships, including partnerships with the participation of foreign entities, in accordance with the applicable legal provisions.
3. The Management Board of the Foundation may decide to establish designated funds intended for financing specific types of business activity or particular projects. The Management Board may also decide that such designated funds shall be managed separately in terms of financial and accounting organization.

§ 11

Business activity is optional and may be conducted within the scope defined by the Polish Classification of Activities (PKD):

1. activities of historical sites and buildings and similar tourist attractions (PKD 91.03.Z);
2. book publishing (PKD 58.11.Z);
3. printing activities (PKD 18.13.Z);
4. reproduction of recorded media (PKD 18.20.Z);
5. manufacture of games and toys (PKD 32.40.Z);
6. manufacture of other products not elsewhere classified (PKD 32.99.Z);
7. retail sale of books in specialised stores (PKD 47.61.Z);

8. retail sale of second-hand goods in specialised stores (PKD 47.79.Z);
9. retail trade not conducted in stores, stalls or markets (PKD 47.99.Z);
10. hotel activities (PKD 55.10.Z);
11. restaurant activities (PKD 56.10.Z);
12. operation of bars (PKD 56.30.Z);
13. activities of tour operators (PKD 79.12.Z);
14. activities of advertising agencies (PKD 73.11.Z);
15. extracurricular sports education and sports and recreational activities (PKD 85.51.Z);
16. other social work activities with accommodation (PKD 87.20.Z);
17. motion picture, video and television programme production activities (PKD 59.11.Z);
18. operation of cultural facilities (PKD 90.04.Z);
19. museum activities (PKD 91.02.Z);
20. other sports activities (PKD 93.19.Z);

§ 12

1. The Foundation keeps accounting records in accordance with the regulations applicable to legal entities.
2. The financial year is the calendar year.
3. The Management Board of the Foundation may establish a development fund necessary for conducting effective business activity.
4. The level of employment, the rules of remuneration and the funds allocated for remuneration shall be determined by the Management Board of the Foundation.
5. Fixed assets used in business activity shall be subject to depreciation and amortization in accordance with applicable regulations.
6. Decisions concerning investment projects shall be made by the Management Board of the Foundation.
7. Expenditures in foreign currencies shall be financed in accordance with applicable laws.

Chapter V Management Board and Representation

§ 13

1. The governing bodies of the Foundation are the Management Board of the Foundation and the Foundation Council.
2. The Management Board of the Foundation consists of 1 to 3 members, appointed and dismissed for an indefinite or definite period. The first composition of the Management Board is appointed by the Founders, and subsequent members of the Management Board are appointed by the Foundation Council. A Founder may be a member of the Management Board. The Founders appoint Barbara Dunin as the first President of the Management Board.
3. Membership in the Management Board shall cease upon dismissal by the Foundation Council with the consent of the Founders, resignation, or death of a member of the Management Board.
4. The Foundation Council determines the rules of remuneration of the members of the Management Board.

§ 14

1. The Foundation Council is the decision-making and supervisory body of the Foundation.
2. The Foundation Council consists of 3 to 5 members, appointed and dismissed for an indefinite or definite period. The first composition of the Foundation Council is appointed by the Founders, and subsequent members of the Foundation Council, replacing those who have ceased to perform their function, are appointed by the Foundation Council and the Founders.
3. The Founders appoint the following persons as members of the first Foundation Council:
 - 1) Chairman – Antoni Borzewski,
 - 2) Member of the Council – Maciej Koszarski,
 - 3) Member of the Council – Marek Szarzyński.
4. Membership in the Foundation Council shall cease upon dismissal by the Foundation Council, resignation, or death of a member of the Council.
5. The competences of the Foundation Council include:
 - 1) adopting the main directions of the Foundation's activities,
 - 2) approving the Foundation's programmes of activity,
 - 3) adopting the Foundation's budget,
 - 4) adopting amendments to the Foundation's Statute,
 - 5) adopting resolutions on the merger or liquidation of the Foundation,
 - 6) supervising the activities of the Management Board and granting discharge to the Management Board,
 - 7) concluding agreements with members of the Management Board and appointing an attorney to conclude agreements with members of the Management Board.
6. The Foundation Council adopts decisions in the form of resolutions by a simple majority of votes; in the event of an equal number of votes, the Chairman of the Foundation Council shall have the casting vote. Members of the Council may act through their proxies.
7. Meetings of the Foundation Council are convened and chaired by the Chairman of the Council. Detailed rules of procedure of the Council may be specified in regulations adopted by the Council.

§ 15

1. The Management Board directs the activities of the Foundation and represents it externally. The work of the Management Board is headed by the President of the Management Board.
2. The Management Board adopts decisions in the form of resolutions by a simple majority of votes; in the event of an equal number of votes, the President of the Management Board shall have the casting vote.
3. Meetings of the Management Board are convened and chaired by the President of the Management Board. Detailed rules of procedure of the Management Board may be specified in regulations adopted by the Management Board.
4. The responsibilities of the Management Board include in particular:
 - 1) adopting annual financial plans and reports on their implementation,
 - 2) managing the assets of the Foundation,
 - 3) determining the level of employment and the amount of funds allocated for the remuneration of employees of the Foundation,

- 4) hiring and dismissing employees of the Foundation,
- 5) accepting donations, inheritances and bequests, subsidies and grants,
- 6) submitting motions regarding amendments to the Statute of the Foundation,
- 7) representing the Foundation externally.

5. The Management Board may appoint attorneys to manage a separated scope of matters falling within the activities of the Foundation.

6. The Management Board may establish an organizational unit called the Foundation Office, responsible for administrative matters and other tasks of the Foundation. The work of the Foundation Office is managed by a director. Detailed rules of operation of the Foundation Office may be specified in regulations adopted by the Management Board.

§ 16

1. In the case of a single-member Management Board, the President of the Management Board acting independently shall be authorized to make declarations of will on behalf of the Foundation.

2. In the case of a multi-member Management Board, the President of the Management Board (acting independently) or two members of the Management Board acting jointly shall be authorized to make declarations of will on behalf of the Foundation.

Chapter VI Final Provisions

§ 17

1. Amendments to the Statute, including changes to the objectives of the Foundation, may be made by way of a resolution of the Foundation Council and the Founders, upon request or after obtaining the opinion of the Management Board of the Foundation.

2. For the effective implementation of its statutory objectives, the Foundation may merge with another foundation. A merger with another foundation may not take place if it would result in a material change to the objectives of the Foundation.

§ 18

1. The Foundation shall be dissolved in the event of depletion of its financial resources and assets or upon achievement of the objective for which it was established.

2. The decision on the liquidation of the Foundation shall be made by the Foundation Council, which shall appoint the liquidator of the Foundation.

3. The assets remaining after the liquidation of the Foundation shall be allocated to the objectives specified in § 4 of the Statute.

§ 19

The Foundation shall submit an annual report on its activities for the previous calendar year to the competent minister.

§ 20

1. In matters not regulated by this Statute, the provisions of the Act on Foundations shall apply.
2. This Statute shall enter into force on the date of registration of the Foundation by the District Court for Kraków–Śródmieście.