

STATUTE OF THE FOUNDATION

Help for Ukraine – OSMTJ Knights Templar Commandery of Poland and Ukraine

CHAPTER I. GENERAL PROVISIONS

§ 1

1. Help for Ukraine Foundation - OSMTJ Knights Templar Commandery of Poland and Ukraine, hereinafter referred to as the Foundation, is a Polish non-governmental, non-profit organization that operates under the provisions of Polish law, in particular the Act of April 6, 1984 on foundations (i.e. Journal of Laws No. 46 of 1991, item 203, as amended), the Act of April 24, 2003 on public benefit activities and volunteering (i.e. Journal of Laws of 2010, No. 234, item 1536) and this Statute.
2. The Foundation is established by a notarial deed by Robert Kuczma and Mykhailo Ilnytskyi, hereinafter referred to as the Founders.
3. Founders may act through their representatives.
4. The founders establish the statute of the Foundation.

§ 2

1. The Foundation has legal personality.
2. The Foundation operates in the territory of the Republic of Poland and abroad.
3. The headquarters of the Foundation is located in Wysoka Głogowska.
4. The Foundation may establish branches, delegations and representative offices in other cities in Poland and other countries in the world.

§ 3

1. The duration of the Foundation is unlimited.
2. The Foundation uses a seal with the inscription "OSMTJ Knights Templar Commandery of Poland and Ukraine" or "Help for Ukraine - OSMTJ Knights Templar Commandery of Poland and Ukraine" or "OSMTJ Commandery of Poland and Ukraine".
3. The Foundation may establish badges, medals of honor, statuettes, certificates and award them, along with other awards and distinctions, to natural and legal persons distinguished in activities for the Help for Ukraine Foundation - OSMTJ Knights Templar Commandery of Poland and Ukraine.

§ 4

The Foundation's activities are supervised by the Minister of Foreign Affairs.

CHAPTER II. THE FOUNDATION'S GOALS AND METHODS OF IMPLEMENTING THEM

§ 5

1. The purpose of the Foundation is:
 - a) reconstruction of resources, infrastructure and national assets of Ukraine.
 - b) reconstruction of national monuments of Ukraine.
 - c) humanitarian aid to Ukrainian citizens residing in Ukraine and the European Union.
 - d) promoting and supporting economic, commercial, political, scientific and social cooperation between representatives of the Republic of Poland and Ukraine.
 - e) psychological assistance for refugees.
 - f) medical support and administrative and legal assistance.
 - g) maintaining and disseminating Ukrainian traditions, developing national, civic and cultural awareness.
 - h) eradicating poverty and fighting social inequalities.
 - i) organizing and providing assistance to people affected by the effects, in particular, of war, natural disasters and humanitarian crises;
2. These goals will be achieved through:
 - a) organizing and providing humanitarian, charitable, development, charitable, socially useful and educational assistance.
 - b) providing assistance to victims of disasters, natural disasters, armed conflicts and wars.
 - c) dissemination and protection of freedom, human rights and civil liberties, as well as activities supporting the development of democracy.
 - d) supporting and promoting comprehensive intellectual and cultural development in Ukrainian society, taking into account disabled people and socially at-risk groups, and popularizing high ethical standards.
 - e) implementing programs aimed at economic development, in particular supporting the increase in the competitiveness of small and medium-sized enterprises.
 - f) promoting Ukraine abroad.

- g) developing economic cooperation in the international arena.
- h) supporting charitable activities.
- i) organizing and conducting charitable, educational, cultural and social campaigns.
- j) supporting local social and local government initiatives.
- j) organization, promotion and participation in special events
- k) cooperation with domestic and foreign persons and institutions conducting activities within the scope of the Foundation's objectives.

§ 6

1. The Foundation pursues its goals in particular by:
 - a) Organizing collections and fundraising for the Foundation's purposes.
 - b) Organizing long-term forms of financial support for projects within the Foundation's objectives.
 - c) Organizing or conducting training, courses, lectures, seminars, symposia, conferences, shows, exhibitions, fairs, lectures, etc.
 - d) Running an IT platform, website (www) and publishing publications consistent with the Foundation's objectives.
 - e) Organizing and financing conferences, congresses and meetings promoting cooperation with domestic and foreign institutions in the field of topics of interest to the Foundation.
 - f) Cooperation with state and local government authorities, institutions, mass media, enterprises and individuals to the extent necessary to achieve the Foundation's goals.
 - g) Membership in organizations associating Polish and foreign foundations with statutory goals consistent with the goal of the Foundation.

§ 7

1. The Foundation conducts public benefit activities free of charge, the subject of which is:
 - a) activities for refugees from Ukraine,
 - b) promotion of employment and professional activation of people unemployed and at risk of dismissal,
 - c) activities for women's equal right and men;
 - d) activities supporting economic development, including entrepreneurship development,
 - e) activities supporting the development of technology, invention and innovation as well as the dissemination and implementation of new technical solutions in economic practice,
 - f) science, education, education and upbringing,
 - g) activities for European integration and the development of contacts and cooperation between Ukraine and the European Union,
 - h) promotion of the Republic of Poland and Ukraine abroad,

CHAPTER III. ASSETS AND INCOME OF THE FOUNDATION

§ 8

1. The implementation of the Foundation's objectives is ensured by the founding fund and funds and material and financial resources from:
 - a) financial resources from local government units for the implementation of public benefit tasks,
 - b) donations, inheritances accepted with the benefit of inventory, legacies and court exemplary damages,
 - c) bank interest,
 - d) dividends from profits from shares and shares in companies,
 - e) income from collections and public events,
 - f) income from immovable and movable property and property rights,
 - g) income from paid activities of the Foundation,
 - h) grants and subsidies as well as grants from domestic and foreign natural and legal persons,
 - i) other influences.
1. The initial assets of the Foundation are the founding fund in the amount of PLN 10,000.00 (in words: ten thousand zlotys), of which PLN 3,000.00 (say: three thousand zlotys) is intended for running a business.
2. The Foundation is liable for its obligations with all its assets.

§ 9

1. The Foundation's Management Board may create separate funds within its assets intended for the implementation of specific objectives of the Foundation.
2. Creating separate funds is also permissible when the wishes of donors regarding the allocation of financial or material resources transferred to the Foundation cannot be taken into account in any other way.
3. Natural or legal persons, domestic or foreign, who make a donation or subsidy to the Foundation (once or in total) in the amount of at least PLN 1,000,000.00 (in words: one million zlotys) receive the honorary title: Donor of the Foundation.

§ 10

The Foundation may, on general terms, conclude contracts or agreements with other domestic and foreign foundations and organizations, natural and legal persons.

CHAPTER IV. FOUNDATION BODIES

§ 11

- The bodies of the Foundation are:
- a) Foundation Council,
 - b) Foundation Management Board,
 - c) Program Council of the Foundation,
 - d) Founders' Meeting.

§ 12

1. The Foundation's bodies make their decisions in the form of resolutions.
2. Resolutions of the Foundation's bodies, unless the provisions of this statute provide otherwise, are adopted by a simple majority of votes in the presence of at least half of the body's members. In case of an equal number of votes, the vote of the chairman of the meeting is decisive.
3. Resolutions of the Foundation's bodies may be adopted in an open or secret vote at the request of at least two members of these bodies.
4. Resolutions may be adopted by circulation.
5. Participants of meetings of the Foundation's bodies are notified by letter 14 days in advance or by e-mail.

CHAPTER V. FOUNDATION COUNCIL

§ 13

1. The Foundation Council is appointed for an indefinite period and consists of at least 3 members.
2. The composition of the Foundation Council is determined by the Founders' Meeting.
3. In the event of the absence of the Chairman of the Council, he is replaced by the Deputy Chairman or another person designated from the Council.
4. In the absence of Founders, the Council appoints persons from among the candidates proposed by the Chairman of the Council.
5. A member of the Foundation Council may be dismissed by the Founders at any time:
 - a) for reasons beyond his control, he cannot serve as a member for a period longer than six months,
 - b) if he resigned from the Council,
 - c) if it acts to the detriment of the Foundation.
6. The Council elects the Chairman and Secretary from among its members.
7. The Council is constituted at the first meeting and may be supplemented during the operation of the Foundation.

§ 14

1. The Foundation Council is the Foundation's consultative and supervisory body.
2. The tasks of the Council include:
 - a) supervision over the activities of the Foundation,
 - b) setting the directions of the Foundation's activities,
 - c) approving the Foundation's annual budget,
 - d) giving opinions on the Foundation's multi-annual activity programs,
 - e) giving opinions on the annual plans and programs of the Foundation's activities,
 - f) assessing the Foundation's financial statements, Management Board reports and granting discharge to the Management Board for the performance of duties,

- g) taking a position on other matters submitted by the Management Board or undertaken on its own initiative,
 - h) appointing and dismissing the Foundation's Management Board and determining the remuneration of the President and, at his request, other members of the Management Board.
3. The Council may request explanations from the Management Board and review any documents regarding the Foundation's financial activities.
 4. The work of the Council is managed by the Chairman of the Council.
 5. Meetings of the Council are convened on the initiative of the Chairman at least once during a calendar year. The Chairman or Secretary of the Council is also obliged to convene its meetings at the request of the Foundation's Management Board, within one month from the date of submission of the application.
 6. The Foundation's Council may instruct the Foundation's Management Board to commission a designated auditor to issue an opinion on the Foundation's financial statements, even if the Foundation's activities are not subject to a mandatory financial reporting audit by such an auditor.

CHAPTER VI. FOUNDATION MANAGEMENT BOARD

§ 15

1. The Foundation's Management Board consists of one to three members, including the President and Vice-President.
2. The number of management board members is determined by the Foundation Council.
3. The Foundation's Management Board is appointed and dismissed by the Council at the request of the Founders. The first composition of the Management Board is determined by the Founders, who appoint only the President.
4. If the Management Board consists of several members, the work of the Management Board is managed by the President and, in his absence, by the Vice-President who replaces him.
5. The President of the Management Board submits a request to the Founders to supplement the composition of the Management Board reduced due to the resignation or death of a member of the Management Board.
6. At the request of the Founders, the Management Board may appoint a proxy.
7. Employment contracts with members of the Management Board are concluded by the Chairman of the Foundation Council or a person designated by the Council.

§ 16

1. The Foundation's Management Board manages all the Foundation's affairs and is responsible for their proper conduct, in particular:

- a) represents the Foundation externally,
 - b) develops annual and multi-annual programs and action plans,
 - c) prepares reports on the Foundation's activities,
 - d) manages her assets,
 - e) accepts subsidies, grants, donations, inheritances and bequests,
 - f) determines the employment level and the amount of funds for remuneration of the Foundation's employees as well as their working and remuneration conditions,
 - g) manages the current activities of the Foundation, is responsible for the implementation of its statutory goals and makes decisions on joining companies and foundations,
 - h) submits a request for changes to the statute, merger with other entities, or liquidation of the Foundation,
 - i) appoints directors (managers) of subordinate organizational units and approves their regulations.
2. The President of the Management Board is the superior of all full-time employees of the Foundation.
 3. Legal actions on behalf of the Foundation are performed independently by each Member of the Management Board.
 4. Meetings of the Management Board are held as needed, but at least once a month.
 5. The Management Board may engage the Managing Director and entrust him with running the Foundation's affairs as part of the ordinary management, granting appropriate powers of attorney.
 6. Basic principles of financial management and accounting records:
 - a) the amount of working capital and investments is determined by resolution of the Foundation's Management Board,
 - b) the components of the Foundation's fixed assets are subject to depreciation and amortization in accordance with applicable rules and regulations,
 - c) decisions regarding investment projects up to the amount of PLN 10,000,000.00 (in words: ten million zlotys) are made by the Foundation's Management Board. Above this amount, the approval of the Foundation Council is required.
 - d) expenses in foreign currencies incurred abroad are financed from foreign means of payment held, in accordance with applicable law.

§ 17

1. The Management Board, after obtaining the opinion of the Foundation Council, adopts an annual action plan.
2. The Management Board, no later than March 30 of each year, prepares a report on the Foundation's activities and submits it to the Foundation Council.

3. The Foundation's Management Board submits reports on the Foundation's activities with scopes and deadlines consistent with applicable law.

§ 18

The President of the Management Board or the Vice-President of the Management Board alone or two Members of the Management Board jointly are entitled to make declarations of will on behalf of the Foundation in all matters, including property matters, concluding contracts and granting powers of attorney.

CHAPTER VII.

PROGRAM COUNCIL OF THE FOUNDATION

§ 19

1. The Foundation's Program Council is an advisory and opinion-forming body of the Foundation, appointed and dismissed by the Foundation Council at the request of the Management Board.
2. The Foundation's Program Council participates in the implementation of the Foundation's programs.
3. The role of the Program Council is in particular:
 - a) providing information and advice on all matters related to the implementation of the Foundation's objectives,
 - b) advisory activities towards the Foundation Council and the Management Board,
 - c) supporting and promoting the Foundation's activities.
4. An unlimited number of people may be appointed to the Program Council.
5. The work of the Program Council is managed by the Chairman of the Program Council, appointed by the Foundation Council at the request of the Management Board.

§ 20

1. A member of the Program Council may be a natural person who accepts the objectives of the Foundation and undertakes to comply with the statute, who, due to his experience and activities to achieve the statutory objectives of the Foundation and due to his professional authority, has obtained the approval of the Management Board in the form of a resolution .
2. Members of the Program Council may be both Polish citizens and citizens of other countries.
3. Members of the Program Council may participate in all actions, events and undertakings organized by the Foundation or with its participation.

§ 21

1. Membership in the Program Council ceases in the event of:
 - a) death of a Council member,
 - b) voluntary resignation, reported in writing,
 - c) cessation of cooperation due to:
 - i) the reason for which the Council was appointed ceases to exist,

- ii) failure by a member of the Council to comply with the provisions of the statute or resolutions of the Foundation's authorities,
- iii) actions to the detriment of the Foundation,
- iv) the occurrence of other circumstances that prevent or significantly impede the action of a member of the Council or cause a loss of trust in him.

**CHAPTER VIII.
MEETING OF FOUNDERS**

§ 22

1. The Assembly consists of the Founders.
2. The Meeting meets each time and immediately at the request of a member of the Supervisory Board, at the request of the Management Board or the President of the Management Board or at the request of one of the Founders.
3. All members of the Assembly should be informed about the date of the meeting.
4. Resolutions of the Meeting are adopted by a simple majority of votes.
5. In the event of an equality of votes, the vote of the each time elected chairman of the meeting shall be decisive.

§ 23

1. The competences of the Assembly include:
 - a) assessment of the activities of the Management Board and the Council,
 - b) making recommendations to the Management Board and the Council,
 - c) control over the activities of the Management Board and the Council,
 - d) considering reports of the Management Board and the Council prepared at each request of the Meeting,
 - e) evaluation of annual reports on the activities of the Management Board and the Council,
2. Failure to approve the annual report on the activities of the Management Board or the Council is tantamount to dismissal of the Management Board or the Council.

**CHAPTER IX.
ORGANIZATION OF THE FOUNDATION'S ACTIVITIES**

§ 24

1. In order to achieve its statutory goals, the Foundation may separate local organizational units called Representative Offices.
2. The representative office is managed by the Director.
3. Organizational units may be separated according to the substantive profile of the tasks entrusted to them.
4. Organizational units are financed from the Foundation's own funds.
5. The organizational units remain within the organizational structure of the Foundation and are subordinated to its Management Board.

6. The decision to establish a separate organizational unit and to appoint and dismiss its Director is made by the Foundation's Management Board with the consent of the Council.
7. The decision to liquidate a separate organizational unit is made by the Foundation's Management Board with the consent of the Council.
8. The director of a separate organizational unit is its manager within the meaning of the Labor Code.
9. The scope of operation of a separate organizational unit and the detailed scope of powers and duties of its Director are specified in the organizational regulations adopted by the Foundation's Management Board, after obtaining the approval of the Foundation's Council.

**CHAPTER X.
RULES OF CONDUCTING BUSINESS ACTIVITIES BY THE
FOUNDATION**

§ 25

1. The Foundation may conduct business activities in Poland and abroad, in accordance with applicable law. The business activity will be carried out to the extent necessary to achieve the statutory objectives.
2. From the assets and income of the Foundation, funds from:
 - a) founding fund in the amount determined by the Supervisory Board of the Foundation,
 - b) interest on the founding fund,
 - c) donations, inheritances and legacies - unless the donor or testator decides otherwise,
 - d) income from business activities in the amount determined by the Supervisory Board of the Foundation.

§ 26

1. Business activity will be conducted by the Foundation or by organizationally separated representative offices, offices, plants and other establishments by resolution of the Management Board.
2. The Head of the Foundation's Department conducting business activity is appointed and dismissed by the Management Board.
3. The Head of this Institution is the manager of the workplace within the meaning of the provisions of labor law,
4. Establishments conducting business activities are subject to the Management Board of the Foundation,
5. The Foundation may participate in commercial law companies.

§ 27

The subject of the Foundation's business activities will be in accordance with the following PKD:

- 1) 2 - forestry and logging,
- 2) 5 - mining of hard coal and brown coal (lignite),
- 3) 7 - metal ore mining,
- 4) 8 - other mining and quarrying,
- 5) 9 - service activities supporting mining and quarrying,

- 6) 10 - production of food products,
- 7) 11 - beverage production,
- 8) 24 - metal production,
- 9) 25 - production of finished metal products, excluding machines and devices,
- 10) 26 - production of computers, electronic and optical products,
- 11) 28 - production of machinery and equipment, not classified elsewhere,
- 12) 31 - furniture production,
- 13) 33 - repair, maintenance and installation of machines and devices,
- 14) 41 - construction works related to the construction of buildings,
- 15) 42 - works related to the construction of civil engineering facilities,
- 16) 43 - specialized construction works,
- 17) 46 - wholesale trade, excluding trade in motor vehicles,
- 18) 46.14.Z - activities of agents selling machines, industrial equipment, ships and aircraft,
- 19) 47 - retail trade, excluding retail trade in motor vehicles,
- 20) 49 - land transport and pipeline transport,
- 21) 52 - warehousing and service activities supporting transport,
- 22) 55 – accommodation,
- 23) 56 - service activities related to food,
- 24) 58 - publishing activities,
- 25) 59 - activities related to the production of films, video recordings, television programs, sound and music recordings,
- 26) 61 – telecommunications,
- 27) 62 - activities related to software and IT consulting and related activities,
- 28) 63 - information service activities,
- 29) 64 - financial service activities, excluding insurance and pension funds,
- 30) 64.19.Z - other money intermediation,
- 31) 64.99.Z - other financial service activities, not classified elsewhere, excluding insurance and pension funds,
- 32) 66 - activities supporting financial services, insurance and pension funds,
- 33) 68 - activities related to real estate market services,
- 34) 69 - legal, accounting and tax consultancy activities,
- 35) 70 - activities of head offices; management consulting,

- 36) 70.22.Z - other business and management consultancy
- 37) 73 - advertising, market and public opinion research,
- 38) 74 - other professional, scientific and technical activities,
- 39) 77 - rent and lease,
- 40) 79 - activities of tour operators, intermediaries and travel agents as well as other reservation services and related activities,
- 41) 81 - service activities related to maintaining order in buildings and developing green areas,
- 42) 85 – education,
- 43) 95 - repair and maintenance of computers and personal and household items,
- 44) 96 - other individual service activities.

**CHAPTER XI.
FINAL PROVISIONS**

§ 28

Decisions regarding changes to the Statute are made by the Founders' Meeting.

§ 29

The Foundation may merge with another Foundation with similar statutory goals.

§ 30

1. A resolution on the liquidation of the Foundation as a result of achieving its objectives or exhaustion of funds is adopted at a joint meeting by: the Founders, the Foundation Council and the Foundation Management Board, by a 3/4 majority of votes in the presence of at least 2/3 of properly notified representatives of the above-mentioned bodies of the Foundation.
2. The Foundation Council appoints a liquidator and supervises liquidation activities.
3. The Foundation's assets remaining after liquidation are transferred for purposes consistent with the Foundation's objectives. The liquidator decides on the transfer of assets, after consulting the Foundation Council.
4. If the Council in the resolution referred to in section 1 above, does not appoint liquidators, the liquidation of the Foundation is carried out by the Management Board.
5. If funds remain after the liquidation of the Foundation, they will be transferred for the purposes specified in Art. 1 of the Act on Foundations.