

STATUTE
OF THE FOUNDATION Business without Barriers

§ 1.

The name of Foundation

1. The Foundation under the name *Biznes Bez Barrier* (hereinafter referred to as the "Foundation") is established by Adrian Łukasz Furman - PESEL (87080413539) (hereinafter referred to as the "Founder"). The Foundation will operate in accordance with the provisions of the Act of 6 April 1984 on foundations (Journal of Laws of 2018, item 1491) and the Act of 24 April 2003 on Public Benefit and Volunteer Work (Journal of Laws of 2019, item 688).
2. The Foundation may use a distinctive graphic symbol.
3. The Foundation is a "think tank", i.e. an independent non-governmental organization creating ideas and programs for public life in the Republic of Poland. The main idea of the Foundation is *Business Without Barriers*.
4. The Foundation may use a distinctive slogan - *Business Without Barriers* - together with a graphic symbol. The Foundation may use the distinctive slogan - *Biznes Bez Barrier* in Polish and - *Business Without Barriers* in English.

§ 2.

Objectives of the Foundation

1. The goal of the Foundation is to conduct socially useful activities in the sphere of public tasks including tasks in the field of:
 - a) professional and social activation of socially excluded people, people at risk of social exclusion and, in particular, people with disabilities;
 - b) promotion of employment of people with disabilities;
 - c) activities for children, in particular children that are sick or with disabilities;
 - d) health protection and promotion activities;
 - e) activities supporting economic development, including entrepreneurship development;
 - f) activities supporting the development of local communities;
 - g) science, education, learning and upbringing;
 - h) developing a dialogue and engaging people with disabilities to work on guidelines to improve their quality of work and life in local communities;
 - i) research and development in the field of technical and social sciences, law and economics,
 - j) activities supporting the development of sport and rehabilitation, in particular for people with disabilities.
2. The Foundation's goals are achieved through:
 - a) creating reports on specific areas of public and economic life,
 - b) organizing seminars, training sessions, debates and scientific conferences aimed at collecting and exchanging information and propagating ideas developed by the Foundation,
 - c) publishing and journalistic activities,
 - d) creating and maintaining web portals and websites,
 - e) organizing, financing and conducting research in the field of technical and social

- sciences, law and economics,
 - f) provision of training programs,
 - g) organizing mass events, exhibitions, readings, and other forms promoting the activities of the Foundation,
 - h) implementation of public tasks, both free and paid,
 - i) organizational and economic consultancy and assistance, as well as training of members and other entities interested in the Foundation's activities,
 - j) cooperation with public institutions, local governments and other entities in the implementation of the statutory objectives,
 - k) cooperation with non-governmental organizations and other entities within the scope mentioned in the section about the Foundation's objectives,
 - l) conducting various activities in the field of reintegration, social and professional activation of people at risk of social exclusion, people socially excluded, people with disabilities in particular,
 - m) implementation and participation in projects, including international projects and other projects co-financed from own resources or by third parties.
3. The foundation works through:
- a) personal work of the Founders, members of the Board, employees and volunteers of the Foundation on the implementation of the projects referred to in the previous point,
 - b) financing of the projects referred to in the previous point,
 - c) financial support for undertakings referred to in the previous point,
 - d) implementation of projects, including those co-financed from external sources to achieve the objectives referred to in § 2,
4. The Foundation conducts activities referred to in point I for the benefit of the general public.
5. Any income brought from the activities referred to in paragraph 2 shall be allocated to statutory purposes.

§ 3. Business activities

1. The Foundation may conduct its own business activities and cooperate with other entities from Poland and from outside of Poland, only and solely to achieve the Foundation's objectives.
2. 1. The Foundation may carry out commercial activity in the following areas, according to the Polish Classification of Activities (PKD):
 1. PKD 58.11.Z Book publishing
 2. PKD 58.14.Z Publication of magazines and other periodicals,
 3. PKD 59.11.Z Motion picture, video and television programme production activities,
 4. PKD 63.12.Z Web portals,
 5. PKD 70.22.Z Business and other management consultancy activities,
 6. PKD 72.20.Z Research and experimental development on social sciences and humanities,
 7. PKD 73.20.Z Market research and public opinion polling
 8. PKD 74.90.Z Other professional, scientific and technical activities not elsewhere classified,

9. PKD 82.19.Z. Photocopying, document preparation and other specialised office support activities,
 10. PKD 82.30.Z Organisation of conventions and trade shows,
 11. PKD 85.59.B Other out-of-school forms of education, not elsewhere classified,
 12. PKD 94.99.Z Activities of other membership organisations not elsewhere classified,
 13. PKD 62.01.Z Computer programming activities,
 14. PKD 73.11.Z Advertising agencies activities,
 15. PKD 71.12.Z Engineering activities and related technical consultancy,
 16. PKD 70.21.Z Public relations and communication activities,
 17. PKD 62.02.Z Computer consultancy activities,
 18. PKD 62.03.Z Computer facilities management activities,
 19. PKD 69.10.Z Legal activities,
 20. PKD 74.90.Z Other professional, scientific and technical activities not elsewhere classified,
 21. PKD 47.91.Z Retail sale via mail order houses or via Internet,
 22. PKD 63.11.Z Data processing, hosting and related activities,
 23. PKD 74.30.Z Translation and interpretation activities,
 24. PKD 71.11.Z Architectural activities,
 25. PKD 85.60.Z Educational support activities
 26. PKD 70.22.Z Business and other management consultancy activities,
 27. PKD 62.09.Z Other information technology and computer service activities,
 28. PKD 63.99.Z Other information service activities not elsewhere classified,
 29. PKD 69.20.Z Accounting, bookkeeping and auditing activities; tax consultancy,
 30. PKD 73.12.A Intermediation in the sale of time and place on advertising aims in the radio and television,
 31. PKD 73.12.B Intermediation in the sale of the place on advertising aims in printed media,
 32. PKD 73.12.C Intermediation in the sale of the place on advertising aims in electronic media (Internet),
 33. PKD 73.12.D Intermediation in the sale of the place on advertising aims in other media,
 34. PKD 58.19.Z Other publishing activities,
 35. PKD 59.20.Z Sound recording and music publishing activities,
 36. PKD 63.91.Z News agency activities,
 37. PKD 74.20.Z Photographic activities,
 38. PKD 41.10.Z Realization of building projects related to erection of buildings,
 39. PKD 71.12.Z Engineering activities and related technical consultancy,
 40. PKD 71.20.B Other technical testing and analysis,
 41. PDK 72.19.Z Other research and experimental development on natural sciences and engineering,
 42. PKD 74.10.Z Specialised design activities,
 43. PKD 78.10.Z Activities of employment placement agencies,
 44. PKD 78.20.Z Temporary employment agency activities.
3. Any income brought from the activities referred to in paragraph 2 shall be allocated to implementation of statutory objectives and development of economic activities.

§ 4.

The seat of the Foundation

The seat of the Foundation is located in the city of Świdnica.

§ 5.

Territorial scope of the Foundation's activities

1. The Foundation will operate within the territory of the Republic of Poland and outside its territory, and for the proper implementation of the Foundation's social and economic objectives the Foundation may operate outside the Republic of Poland in accordance with applicable regulations.
2. The foundation may create branches and divisions.
3. The Foundation may use its name translated into chosen foreign languages for cooperation with foreign entities.

§ 6.

Assets of the Foundation

1. The assets of the Foundation consist of a founding fund in the amount of PLN 2,000.00 (two thousand zlotys) contributed by the Founder Adrian FURMAN and other property acquired by the Foundation in the course of its operation.
2. As part of the Foundation's assets, the Founder dedicates PLN 1,000.00 (one thousand zlotys) to the Foundation's business operations.
3. The Foundation's income may in particular come from:
 - a) donations, inheritances, subscriptions,
 - b) subsidies and subventions from legal persons,
 - c) income from collections and public events,
 - d) income from the foundation's assets,
 - e) business activities.

§ 7.

Foundation Council and Foundation Board

1. The organs of the Foundation are: the Foundation Council and the Foundation Board.
2. The director of the Foundation performs executive and management actions in relation to the resolutions of the Foundation Board and Foundation Council. Administrative service of the Foundation Board and Foundation Council belongs to the Foundation's office. The Foundation's office is subordinated to the director of the Foundation. The director is appointed by the Foundation Council at the request of the President of the Board. Only one of the members of the Foundation Council can be the Director.
3. Adrian Łukasz Furman, PESEL (87080413539), was appointed the first Director of the Foundation by this statute.
4. The sole competence of the Foundation Council is to adopt resolutions on:
 - a) review and approval of the report of the Foundation Board on the Foundation's activities, the financial statements for the previous financial year,
 - b) discharge of the members of the Foundation Board in carrying out their duties,

- c) appointing and dismissing members of the Foundation Council, except for the first composition of the Foundation Council, which is appointed in these statutes, appointing and dismissing members of the Foundation Board, except for the first composition of the Foundation, which is appointed in these statutes,
 - d) appointing and dismissing the Director of the Foundation, except for the first Director who is appointed in these statutes,
 - e) changes to the Foundation's statute,
 - f) adopting and approving work regulations of the Foundation Board and Foundation Council,
 - g) reviewing and settling applications submitted by the Foundation Board,
 - h) consenting to the order of rights or taking liabilities to provide benefits with total value exceeding PLN 5,000.00 (five thousand zlotys),
 - i) determining the rules and amount of remuneration for the Foundation Board and the Director of the Foundation,
 - j) regarding claims for compensation for damage caused in exercising management and running the Foundation's affairs.
5. A resolution of the Foundation Council is not required for order of rights or taking liabilities to provide a benefit when the value of the right or benefit that is to be the subject of the order or liability to be contracted does not exceed PLN 5,000.00 (five thousand zlotys) in total per month.
6. The following actions require the consent of the Foundation Council: acquisition and disposal of real estate, perpetual usufruct or interest in real estate, as well as encumbrance of real estate or interest in real estate - regardless of the value in question.
7. The resolutions of the Foundation Council are adopted by a simple majority of votes and for their validity the presence of at least 50% of the members of the Foundation Council is required.
If this quorum is not obtained, the second meeting of the Foundation Council containing the same agenda shall be valid and its resolutions are binding regardless of the number of members represented therein.
- The second meeting of the Foundation Council should be held no later than the fourteenth (14) day after the date of the first meeting of the Foundation Council but no earlier than the third (3) day after the first meeting.
8. The resolutions of the Foundation Council are adopted unanimously (100% of votes cast) in the following matters:
- a) changes to the statute of the Foundation
 - b) dissolution of the Foundation,
 - c) participation in any projects implemented by the Foundation where own contribution is required.
9. Meetings of the Foundation Council may be ordinary or extraordinary.

10. The Annual General Meeting of the Foundation Council is called by the Management Board annually, no later than within six (six) months after the end of the financial year, and if the Foundation Board fails to do so within the prescribed period, the right to call the Annual General Meeting of the Foundation is entitled to every member of the Foundation Council.
11. The Extraordinary Meeting of the Foundation Council is called by the Foundation Board, if necessary, on its own initiative or at the written request of a member of the Foundation Council, for matters requiring immediate resolution.
In such a case, the application should be submitted to the Management Board not later than 7 (seven) days before the proposed date of the Meeting.
12. Meetings of the Foundation Council are held at the Foundation seat or the city of Wrocław or elsewhere, with the consent of all members of the Foundation Council.
13. The Meeting of Foundation Council is called by electronic means, by registered letter or registered letter with acknowledgement of receipt, at least 14 (fourteen) days before the date of the Meeting.
14. Members of the Foundation Council participate in the Meeting in person or by proxies.
15. The Foundation Council consists of 2 (two) to 6 (six) people.
16. The first Foundation Council is chosen by the Founder. Subsequent Foundation Council formations will be elected as described below.
17. In the following statutes the Founder appoints the following members of the Foundation Council: Elżbieta Danuta Furman, PESEL (59052501823) and Adrian Łukasz Furman, PESEL (87080413539).
18. The Foundation Council selects new members from among those who have financially supported the Foundation or have rendered significant merits in achieving the Foundation's goals in other way.
19. The Foundation Council selects new members from among candidates proposed by the Founder.
20. The Foundation Council is appointed for 5 years.
21. Membership in the Foundation Council ceases due to death or resignation.
22. At its first meeting, the Foundation Council elects the President of the Foundation Council from among its members, and may also elect one or more Vice-Presidents and a Secretary.
23. Each member of the Foundation Council has one vote. The President of the Foundation Council has two votes.
24. The members of the Foundation Council:
 - a) cannot be members of the Foundation Board nor be related to any member of the Foundation Board by way of relationship, affinity, or subordination due to employment,
 - b) they cannot be convicted by a final judgment of an intentional crime,
 - c) may receive reimbursement of reasonable expenses for performing their functions and **shall not receive remuneration.**
25. It is strictly forbidden to:
 - a) grant loans or secure obligations using the Foundation's assets to the benefit of its members, members of its bodies or its employees, as well as to persons with whom the Foundation's members, members of its bodies and its employees remain in a marital union, cohabitation or lineal consanguinity or affinity, or in collateral consanguinity or

affinity up to the second degree, or are bound by adoption, custody, or guardianship, hereinafter referred to as 'close persons',

- b) vest the Foundation's assets to its members, members of its bodies or its employees and their related persons on terms and conditions different than those applicable to third persons, in particular if such vesting is performed free of charge or on preferential terms and conditions,
- c) use its assets to the benefit of its members, members of its bodies or its employees and their related persons on terms and conditions different than those applicable to third persons, unless such use arises directly from a statutory goal,
- d) purchase any merchandise or services from entities being in relation to any members of the Foundation, members of its bodies or by its employees and their close persons, on terms and conditions different than those applicable to third persons or at prices higher than market prices.

§ 8.

Foundation Board.

- 1. The Foundation Board may consist of 1 (one) to 3 (three) people.
- 2. The Management Board's term of office lasts (3) three years and expires on the day of the Annual General Meeting of the Foundation Council approving the report for the last full financial year of office.
- 3. Membership on the Foundation Board expires upon death, resignation or dismissal. Each member of the Foundation Board may be dismissed at any time.
- 4. Membership in the Foundation Board can be only applied to persons who have not been convicted by a final judgment of an intentional offense prosecuted by public indictment or a fiscal offense.
- 5. The Foundation Board manages the Foundation and represents it to third parties.
- 6. The scope of the Foundation Board's activities includes all matters related to the running of the Foundation, not reserved by the relevant provisions or provisions of this act within the competence of the Foundation Council.
- 7. To make statements regarding the rights and obligations (including proprietary rights) of the Foundation, the consent of all members of the Board is required.
- 8. The following persons are entitled to make statements regarding the rights and obligations (including proprietary rights) of the Foundation: each member of the Board alone, except for the administration of the rights or contracting obligations for benefits whose total value exceeds PLN 5,000.00 (five thousand zlotys) - in this case a consent (resolution) of the Foundation Council is required.
- 9. A member of the Foundation Board may receive remuneration for performing the function for which he or she was appointed or for employment under an employment contract or civil law contract or other legal relationship.
- 10. With these statute, the Founder appoints to the first Board: Magdalena Marianna Raszdorf, PESEL (67020801026), as the President of the Foundation Board.

§ 9.

Accounting.

- 1. The Foundation keeps accounting records in accordance with applicable regulations.

2. Within three months after the end of the financial year, the Foundation Board is obliged to prepare and submit to the Foundation Council a financial report and a report on the activities of the Foundation Board in a given financial year.
3. The fiscal year coincides with the calendar year, with the first fiscal year starting on the day the Foundation commences operations and ends on the last day of December two thousand and nineteen (2019).

§ 10.

The Founder decides that the ministers competent in relation to the objectives of the Foundation are the Ministers of: Family, Labor and Social Policy and the Minister of Investment and Economic Development.

§ 11.

The Foundation will obtain legal personality upon its entry into the National Court Register (Krajowy Rejestr Sądowy).

ŚWIDNICA, on June 17.06.2019 2019

ADRIAN ŁUKASZ FURMAN