

STATUTE OF THE HEALING INSTITUTE FOUNDATION

English translation of the Polish statute dated 29 February 2024

The Statute of the Healing Institute Foundation was adopted by the Founder on 29 February 2024 in accordance with the Founder's declaration on the establishment of the Foundation dated 9 February 2024, made before Notary Public Małgorzata Paszkowska-Pawełec, operating a Notarial Office in Mińsk Mazowiecki, Deed Register No. A 1065/2024.

The Healing Institute Foundation, hereinafter referred to in this Statute as the "Foundation", was established by Paulina Kulikowska, hereinafter referred to as the "Founder", by notarial deed, Deed Register No. A 1065/2024, drawn up on 9 February 2024 before Notary Public Małgorzata Paszkowska-Pawełec, operating a Notarial Office in Mińsk Mazowiecki. The Foundation operates pursuant to the Act of 6 April 1984 on Foundations (consolidated text: Journal of Laws of 2023, item 166), the Act of 24 April 2003 on Public Benefit Activity and Volunteerism (consolidated text: Journal of Laws of 2023, item 571), and the provisions of this Statute.

CHAPTER I GENERAL PROVISIONS

§ 1

Name

1. The Foundation shall operate under the name "Fundacja Healing Institute".
2. In international relations, the Foundation may use, together with the name specified in paragraph 1, the English translation: "Healing Institute Foundation".

§ 2

Legal personality

The Foundation has legal personality.

§ 3

Territorial scope and duration of activities

1. The Foundation shall conduct its activities within the territory of the Republic of Poland.
2. The Foundation may conduct activities outside the territory of the Republic of Poland in accordance with local laws.
3. The registered office of the Foundation is in Warsaw.
4. The Foundation is established for an indefinite period.

§ 4

The minister competent with respect to the purposes of the Foundation is the Minister of Health.

§ 5

Membership in organisations

The Foundation may be a member of national and international organisations whose purposes are not contrary to the purposes of the Foundation.

§ 6

Graphic symbol

1. The Foundation shall use a seal in a form approved by the Management Board of the Foundation.

2. The Foundation may use a distinctive graphic symbol in a form approved by the Management Board of the Foundation.

CHAPTER II

PURPOSES AND OPERATING PRINCIPLES OF THE FOUNDATION

§ 7

The Foundation pursues the following purposes:

- a) promoting physical and mental health and psychoeducation;
- b) advancing the idea of civil society, particularly in the context of resolving conflicts through dialogue;
- c) protecting nature and promoting environmentally responsible attitudes.

§ 8

The Foundation conducts its activities through:

- 1) free-of-charge public benefit activities;
- 2) paid public benefit activities;
- 3) business activities.

§ 9

1. The Foundation pursues its statutory purposes by conducting paid and free-of-charge public benefit activities in accordance with the principles laid down by law, in particular the Act on Public Benefit Activity and Volunteerism.

2. Free-of-charge public benefit activities shall be carried out by:

- a) providing information on available forms of psychological assistance, including, in particular, free psychological assistance;
- b) disseminating knowledge about psychology;
- c) participating in educational initiatives, including psychological and environmental education, and supporting international educational cooperation, particularly with European Union countries;
- d) cooperating with universities and other educational organisations;
- e) conducting publishing and journalistic activities by issuing brochures and information leaflets concerning programmes being implemented;
- f) conducting studies on psychology and the unity of human beings with nature, monitoring current trends and their application, and undertaking initiatives aimed at improving public awareness in this area;
- g) undertaking activities for European integration, developing contacts and cooperation between societies, and addressing European issues;
- h) promoting, organising and supporting volunteer work and charitable campaigns;
- i) providing information and actively participating in solving social problems, in particular family problems and young people's addiction to intoxicating substances;
- j) maintaining contacts with local-government and state social assistance centres, family counselling centres and addiction treatment centres;
- k) providing social assistance;
- l) funding scholarships;
- m) organising support groups for persons experiencing problems related to lifestyle diseases;
- n) cooperating with public institutions of the Republic of Poland and bodies of the European Union, including appearing before competent public administration authorities in matters covered by the statutory purposes;
- o) cooperating with non-governmental organisations, including providing financial support to non-governmental organisations;

- p) organising public collections in accordance with applicable regulations;
- q) conducting information campaigns;
- r) supporting and conducting scientific and cultural activities and activities for the protection of cultural heritage and traditions.

3. Paid public benefit activities shall be carried out by:

- a) organising educational competitions, courses, training sessions, seminars, conferences and lectures;
- b) preparing reports and studies on applicable standards and their practical application;
- c) organising traineeships, internships and seasonal work.

4. In order to pursue its statutory purposes, the Foundation may conduct business activities which are exclusively ancillary to the public benefit activities referred to in paragraphs 1-3 of this section, in the following areas:

- a) service activities related to preparation for printing (PKD 18.13.Z);
- b) retail sale via mail-order houses or the Internet (PKD 47.91.Z);
- c) other retail sale not conducted in stores, stalls or marketplaces (PKD 47.99.Z);
- d) book publishing (PKD 58.11.Z);
- e) publishing of journals and other periodicals (PKD 58.14.Z);
- f) other publishing activities (PKD 58.19.Z);
- g) publishing of other software (PKD 58.29.Z);
- h) motion picture, video and television programme production activities (PKD 59.11.Z);
- i) motion picture, video and television programme post-production activities (PKD 59.12.Z);
- j) motion picture, video and television programme distribution activities (PKD 59.13.Z);
- k) sound recording and music publishing activities (PKD 59.20.Z);
- l) web portal activities (PKD 63.12.Z);
- m) other information service activities not elsewhere classified (PKD 63.99.Z);
- n) public relations and communication activities (PKD 70.21.Z);
- o) other business and management consultancy activities (PKD 70.22.Z);
- p) other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z);
- q) organisation of conventions and trade shows (PKD 82.30.Z);
- r) other out-of-school forms of education not elsewhere classified (PKD 85.59.B);
- s) educational support activities (PKD 85.60.Z);
- t) paramedical activities (PKD 86.90.D);
- u) other human health activities not elsewhere classified (PKD 86.90.E);
- v) activities of other membership organisations not elsewhere classified (PKD 94.99.Z);
- w) other service activities not elsewhere classified (PKD 96.09.Z).

CHAPTER III

ASSETS, INCOME AND FINANCIAL MANAGEMENT OF THE FOUNDATION

§ 10

1. The assets of the Foundation comprise funds, real property, movable property and property rights acquired by the Foundation, including the founding fund transferred by the Founder in the founding deed.

2. Funds for the pursuit of the Foundation's purposes and for covering the costs of its activities shall come from:

- a) grants and subsidies;
- b) cash contributions made by the Founder;

- c) public funds;
- d) inheritances and donations;
- e) amounts corresponding to a portion of the tax due from a given taxpayer and transferred to the Foundation as a public benefit organisation in the manner specified by tax law;
- f) income from public collections and events;
- g) income from movable and immovable property and property rights;
- h) profits from bank deposits;
- i) statutory paid public benefit activities;
- j) business activities conducted by the Foundation;
- k) income from paid public benefit activities;
- l) income from sponsorship agreements;
- m) conducting business activities.

§ 11

1. The Foundation shall be liable for its obligations with all of its assets.
2. It is prohibited to grant loans or secure obligations with the Foundation's assets in relation to members of its governing bodies or employees and their close relatives.
3. It is prohibited to use or transfer the Foundation's assets for the benefit of members of its governing bodies or employees on terms other than those applicable to third parties.

CHAPTER IV GOVERNING BODIES OF THE FOUNDATION

§ 12

The governing bodies of the Foundation are:

1. the Foundation Council;
2. the Programme Council;
3. the Management Board of the Foundation, hereinafter referred to as the "Management Board", acting under the leadership of the President of the Management Board.

FOUNDATION COUNCIL

§ 13

1. The Foundation Council shall comprise the Founder and co-opted members.
2. The Foundation Council shall consist of three to seven persons. The Foundation Council may co-opt new members by a majority of at least four-fifths of the votes calculated on the basis of the total number of Council members.
3. Membership in the Foundation Council shall be suspended for the duration of holding another position within the Foundation, in particular that of a member of the Management Board.
4. Members of the Foundation Council may not be related by blood or marriage to members of the Management Board, nor may they be subordinate to them by reason of employment.
5. Membership in the Foundation Council shall expire upon death, resignation or dismissal of a Council member. Dismissal may take place in particularly justified cases by secret ballot with a majority of at least two-thirds of the votes calculated on the basis of the total number of Council members. A dismissed member of the Foundation Council shall be notified in writing of the reasons for dismissal.
6. Members of the Foundation Council may be reimbursed for reasonable costs incurred in performing statutory activities for the Foundation.
7. The first composition of the Foundation Council shall be appointed by the Founder.

§ 14

1. The Foundation Council shall have decision-making and supervisory powers.
2. The powers of the Foundation Council shall include:
 - a) setting the principal directions of the Foundation's activities and supervising their implementation;
 - b) adopting resolutions on the appointment and dismissal of the President and members of the Management Board, except for the first Management Board, which shall be appointed by the Founder;
 - c) adopting resolutions on employing the President and members of the Management Board and determining their remuneration;
 - d) receiving annual reports on the Foundation's activities from the Management Board, approving annual financial statements and granting discharge to the Management Board;
 - e) supervising the proper use of the Foundation's assets and financial resources;
 - g) consenting to the merger of the Foundation with another foundation upon a motion of the Management Board;
 - h) adopting resolutions on the liquidation of the Foundation upon a motion of the Management Board.
3. The Foundation Council may at any time request that the Management Board submit a report on the Foundation's current activities.

§ 15

1. The Foundation Council shall elect a Chairperson from among its members. The Chairperson shall direct the work of the Council. The first Chairperson of the Foundation Council shall be selected by the Founder upon appointing the first composition of the Foundation Council.
2. The Foundation Council shall meet at least once every six months at meetings convened by the Chairperson of the Foundation Council, at the request of one-third of the members of the Foundation Council, or pursuant to a unanimous resolution of the members of the Management Board.
3. Members of the Foundation Council should be notified of the date, place and time of the meeting and its agenda at least 10 days in advance.
4. Unless this Statute provides otherwise, the Foundation Council shall adopt resolutions at an open meeting by a simple majority of votes cast. In the event of a tie, the Chairperson shall have the casting vote.
5. Resolutions on behalf of the Foundation Council shall be signed by two members of the Foundation Council.

§ 16

1. Members of the Management Board, experts appointed by the Council to provide opinions, and representatives of other organisations whose activities are aligned with the purposes of the Foundation may be invited to participate in meetings of the Foundation Council.
2. The participation of the persons referred to in paragraph 1 in meetings of the Foundation Council shall be advisory.
3. The operating procedures of the Foundation Council shall be set out in rules of procedure adopted by it.

PROGRAMME COUNCIL

§ 17

1. The Programme Council is an optional opinion-giving and advisory body.
2. The Programme Council shall be appointed by the Foundation Council by an absolute majority of votes upon a motion of the Management Board.
2. Persons whose competence and standing are relevant to the Foundation's activities may be members of the Programme Council.

3. Members of the Programme Council shall be appointed and dismissed by the Foundation Council by a resolution adopted by an absolute majority of votes in the presence of at least half of the members of the Foundation Council.
4. Members of the Programme Council shall receive reports on the Foundation's activities from the Management Board on the same terms as members of the Foundation Council.
5. Each member of the Programme Council shall individually have opinion-giving and advisory powers.

MANAGEMENT BOARD OF THE FOUNDATION

§ 18

1. The Management Board of the Foundation shall consist of one to five members appointed by the Foundation Council for an indefinite period. The first Management Board shall be appointed by the Founder.
2. The mandate of a member of the Management Board shall expire upon death, resignation or dismissal from office.
3. Individual members of the Management Board may be dismissed at any time by a resolution adopted by a two-thirds majority of votes cast, with the participation of an absolute majority of the members of the Foundation Council; dismissal of the President of the Management Board shall require the unanimity of the members of the Foundation Council.
4. The outgoing Management Board or member of the Management Board shall continue to perform their duties until the newly elected Management Board or member assumes their duties, unless the Foundation Council decides otherwise in its resolution dismissing the Management Board or a member thereof.
5. The Management Board shall adopt resolutions by a simple majority of votes.
6. Members of the Management Board shall perform their functions on an honorary or paid basis.

§ 19

1. The Management Board shall manage the affairs of the Foundation and represent it externally.
2. The duties of the Management Board shall include, in particular:
 - a) managing the Foundation's day-to-day activities and pursuing its purposes;
 - b) raising funds for the Foundation's activities and managing its assets;
 - c) preparing activity reports and financial statements of the Foundation and submitting them to the Foundation Council and the Programme Council;
 - d) implementing resolutions of the Foundation Council;
 - e) preparing draft annual and long-term action plans and financial plans of the Foundation;
 - f) establishing organisational units of the Foundation and employing staff as needed;
 - g) submitting motions to the Foundation Council concerning the merger or liquidation of the Foundation;
 - h) accepting subsidies, donations, inheritances, bequests and other assets on behalf of the Foundation;
 - i) submitting a motion to the Foundation Council concerning the appointment of the Programme Council.

§ 20

The Management Board shall take decisions in all matters not reserved to the powers of other governing bodies.

§ 21

1. The Management Board may establish Branches of the Foundation by resolution.
2. A resolution establishing a Branch of the Foundation shall specify, in particular:
 - a) the name, registered office and area of operation of the Branch;
 - b) the person managing the Branch;

- c) the scope and manner of pursuing the Foundation's purposes referred to in § 8 and § 9 of the Statute and the rules for the use of financial resources.
- 3. The Management Board may establish an agenda unit of the Foundation by resolution and appoint its head.
- 4. An agenda unit of the Foundation shall operate pursuant to rules of procedure assigned to it by the Management Board.

§ 22

- 1. Meetings of the Management Board shall be convened on the President's own initiative, at the written request of at least one-third of the members of the Management Board, or upon a written motion of at least one-half of the members of the Foundation Council.
- 2. The President shall inform all members of the Management Board of the date, place and time of the meeting and the proposed agenda, including by electronic message.
- 3. Meetings of the Management Board shall be chaired by the President or a person designated by the President.
- 4. A member of the Foundation Council shall have the right to participate in meetings of the Management Board in an advisory capacity.
- 5. Meetings of the Management Board shall be held at least once every three months.
- 6. Meetings of the Management Board may also be held using means of direct remote communication.
- 7. The Management Board may adopt resolutions by circulation.
- 8. Resolutions of the Management Board shall be adopted by a simple majority of votes cast in the presence of at least half of the members of the Management Board. Each member of the Management Board shall have one vote. In the event of a tie, the President shall have the casting vote.

§ 23

- 1. Declarations of intent on behalf of the Foundation may be made independently by each member of the Management Board.
- 2. The Management Board may appoint attorneys-in-fact acting on behalf of the Foundation and define the scope of their authority.

CHAPTER V MERGER OF THE FOUNDATION

§ 24

- 1. The Foundation may merge with another foundation having aligned purposes on the terms set out in a resolution of the Foundation Council.
- 2. A merger may not take place if it could result in a change to the purpose of the Foundation.
- 3. Upon a motion of the Management Board, the Foundation Council shall adopt a resolution on the merger and authorise the President of the Management Board to sign the agreement concerning the merger of the foundations.

CHAPTER VI AMENDMENTS TO THE STATUTE

§ 25

- 1. The Statute of the Foundation may be amended by decision of the Founder.
- 2. The Founder shall decide on an amendment to the Statute after consulting the governing bodies of the Foundation.

CHAPTER VII LIQUIDATION OF THE FOUNDATION

§ 26

1. The Foundation shall be liquidated upon achievement of the purposes for which it was established, upon exhaustion of its funds and assets, or pursuant to a resolution adopted by the Management Board and approved by the Foundation Council.
2. The liquidation of the Foundation shall be carried out by a liquidator appointed by the Foundation Council; if the Council does not appoint a liquidator, the liquidation shall be carried out by the Management Board.
3. The liquidator shall have the powers and duties of the Management Board.
4. If any funds remain after the liquidation of the Foundation, they shall be transferred to non-governmental organisations operating in the Republic of Poland and having similar purposes.

CHAPTER VIII FINAL PROVISIONS

§ 27

The Statute shall enter into force on the date the Foundation is registered by the registration court.