

An appendix to the minutes of the Founders Board of the Foundation for Supporting Housing Initiatives in Poland of 08 February 2005 containing the uniform text of the Foundation's Statute adopted on 08 December 1991 with amendments made at the Supervisory Board meeting on 08 Feb. 2005.

# **STATUTE OF THE FOUNDATION FOR SUPPORTING HOUSING INITIATIVES**

## **Chapter 1**

### **General provisions**

#### **Art. 1**

The Foundation for Supporting Housing Initiatives in Poland (herein "Foundation") is established by Zofia JAMIŃSKA and Józef JAMIŃSKI (herein "Founders") in a notarial act executed at the Public Notarial Office in Nowy Dwór Mazowiecki – Legionowo Branch on 8 December 1991 (Index A, no. 6803/91); it operates under the regulations in place, in particular the act of 6 April 1984 on foundations, and the present Statute.

#### **Art. 2**

The objectives of the Foundation shall be the following:

- 1) financial and material support of housing initiatives;
- 2) organize, implement and exploit the construction business for residential buildings of all types
- 3) organize, implement and exploit the construction business for service buildings
- 4) develop the production of construction materials
- 5) support all and any new solutions in the construction of residential, service and associated buildings in order to reduce the costs
- 6) undertake activities intended to relieve pressure on the state budget as regards the residential building construction costs.

#### **Art. 3**

The Foundation has legal personality.

#### **Art. 4**

The operations area of the Foundation is in Poland and abroad.

**Art. 5**

The seat of the Foundation is in Warsaw Capital City.

**Art. 6**

The Foundation is established for an indefinite period of time.

**Art. 7**

The Foundation shall use a round seal with its name and seat written in the margin.

**Art. 8**

To implement its objectives, the Foundation may carry on business, including commercial activity, and participate in commercial companies or civil partnerships. The Foundation shall be represented by persons authorised by the Management Board of the Foundation.

**Art. 9**

The Foundation may establish local and international branches on the lines defined by the Management Board and the common regulations in place.

## **Chapter 2**

### **The Foundation's business**

**Art. 10**

1. The Foundation may pursue its objectives by engaging into the following business while abiding by the relevant regulations:

- 1) Activities of other membership organisations not elsewhere classified (PKD code 91.33.Z)
- 2) Development and selling of own real estate (PKD code 70.11.Z)
- 3) Buying and selling of own real estate (PKD code 70.12.Z)
- 4) Letting of own property (PKD code 70.20.Z)
- 5) Real estate agency (PKD code 70.31.Z)
- 6) Management of real estate by order (PKD code 70.32.Z)
- 7) General construction of buildings and civil engineering works (PKD code 45.21.A)
- 8) General construction of engineering facilities not elsewhere classified (PKD code 45.21.F)
- 9) Construction and erection of buildings and structures from pre-fabricated elements (PKD code 45.21.G)
- 10) Roof construction and covering (PKD code 45.22.Z)
- 11) Surface civil works for the construction of sports facilities (PKD code 45.23.B)

- 12) Putting up scaffoldings (PKD code 45.25.A)
- 13) Foundation works (PKD code 45.25.B)
- 14) Steel constructions (PKD code 45.25.C)
- 15) Brick laying (PKD code 45.25.D)
- 16) Specialized construction not elsewhere classified (PKD code 45.25.D)
- 17) Installation of electric wiring systems for buildings and structures (PKD code 45.31.A)
- 18) Installation of electric signalling systems (PKD code 45.31.B)
- 19) Installation of passenger lifts, cargo lifts and escalators (PKD code 45.31.C)
- 20) Installation of other electric wiring systems (PKD code 45.31.D)
- 21) Construction insulation work (PKD code 45.32.Z)
- 22) Installation of central heating and ventilation systems (PKD code 45.33.A)
- 23) Installation of plumbing systems (PKD code 45.33.B)
- 24) Installation of gas systems (PKD code 45.33.C)
- 25) Execution of other building installations (PKD code 45.34.Z)
- 26) Plastering (PKD code 45.41.Z)
- 27) Installation of construction joinery (PKD code 45.42.Z)
- 28) Floor laying; wall-paper laying and wall covering (PKD code 45.43.A)
- 29) Stucco decorations (PKD code 45.43.B)
- 30) Painting (PKD code 45.44.A)
- 31) Glazing (PKD code 45.44.B)
- 32) Other construction finish work (PKD code 45.45.Z)
- 33) Renting construction and demolition equipment with an operator (PKD code 45.50.Z)
- 34) Other retail sales in non-specialized shops (PKD code 52.12.Z)
- 35) Hotel business (PKD code 52.10.Z)
- 36) Tourist hostels (PKD code 55.21.Z)

- 37) Camping sites and camper sites (PKD code 55.22.Z)
- 38) Other short-stay accommodation facilities not elsewhere classified (PKD code 55.23.Z)
- 39) Road transport of goods with specialized vehicles (PKD code 60.24.A)
- 40) Road transport of goods with versatile vehicles (PKD code 60.24.B)
- 41) Film and video productions (PKD code 92.11.Z)
- 42) Distribution of film and video productions (PKD code 92.12.Z)
- 43) Film screenings (PKD code 92.13.Z)
- 44) Operating culture clubs and centres (PKD code 92.31.F)
- 45) Operating stadiums and other sports facilities (PKD code 92.61.Z)
- 46) Other sports-related business (PKD code 92.62.Z)
- 47) Business related to games of chance and pari-mutuel betting (PKD code 92.71.Z)
- 48) Recreation business, other, not elsewhere classified (PKD code 92.72.Z);
- 49) Translation and secretarial services (PKD code 74.85.Z)
- 50) Newspaper publishing (PKD code 22.12.Z)
- 51) Papers and periodicals publishing (PKD code 22.13.Z)
- 52) Book publishing (PKD code 22.11.Z)
- 53) Business and management consultancy (PKD code 74.14.A)
- 54) Business management and supervision (PKD code 74.14.B)
- 55) Construction, urban and technology designing business (PKD code 74.20.A)
- 56) Advertising (PKD code 74.40.Z)
- 57) Trade fair and trade show organization business (PKD code 74.87.A)
- 58) Continuous education of adults and other forms of education not elsewhere classified (PKD code 80.42.B)
- 59) Hospital management (PKD code 85.11.Z)
- 60) Medical practice (PKD code 85.12.Z)

61) Health care business not elsewhere classified (PKD code 85.14.F)

62) Social care with accommodation (PKD code 85.31.B)

2. For the advancement of the objectives defined in art. 2 and par. 1, the Foundation may do the following:
  - 1) allocate the funds, owned or obtained, for the advancement of statutory objectives;
  - 2) carry on popularizing and propaganda campaigns through various communication media;
  - 3) work with domestic and foreign business, research and other entities having objectives similar to those of the Foundation;
  - 4) organize public events to propagate the Foundation's objectives.

## **Chapter 2**

### **The Foundation's bodies and structure**

#### **Art. 11**

1. The Foundation's bodies shall be the following:
  - 1) the Founders Board
  - 2) the Management Board.
2. Members of the Founders Board and the Foundation's Management Board shall perform their functions free of charge subject to art. 13 par. 4 with a right to reimbursement of the costs incurred for the operations of the Foundation.

#### **Art. 12**

1. The Founders Board shall be the supreme body of the Foundation.
2. The Founders Board shall comprise the Founders and persons unanimously appointed by the Founders.
3. Any appointed member of the Founders Board can be recalled by any of the Founders at any time.
4. Members of the Founders Board will elect from among themselves the President of the Founders Board and no more than two Vice-presidents.
5. The term in office of the Founders Board shall be unlimited while the term of its President and Vice-president shall be two years.
6. Resolutions of the Founders Board shall be made by an ordinary majority of votes. Every member of the Founders Board shall have one vote. If the numbers voting for each side are equal, the Chair must give a casting vote.
7. The Chair shall be elected each time from among the members of the Founders Board.
8. The following issues shall be decided by an absolute majority of votes:
  - 1) appointment and dismissal of a Management Board member including the Management Board President;
  - 2) amendments to the Foundation's Statute;
  - 3) dissolution of the Foundation.
9. The following shall be within the exclusive competence of the Founders Board:
  - 1) passing resolutions on the future business directions;

- 2) passing resolutions on the substantive and financial plans (programmes) of the Foundation;
  - 3) passing resolutions on the proposed distribution of business income or the method of covering the loss;
  - 4) passing resolutions on the amount of the representation and reserve funds and setting the rules for the use thereof;
  - 5) election and dismissal of Management Board members;
  - 6) review of Management Board reports, approval of the balance sheet, resolutions assessing the Foundation's activities;
  - 7) passing resolutions on amendments to the Statute and dissolution of the Foundation;
  - 8) adopting the bylaws of the Founders Board;
  - 9) defining the contractual terms of employment of Management Board members and appointment of a proxy for making declarations of will on behalf of the Foundation concerning employee affairs;
10. Persons and representatives of other organizations can be invited to participate in proceedings with a consultative voice;
11. The Founders Board shall call a meeting once a quarter as a minimum; in addition, the Founders Board President shall call a Founders Board meeting on a written request by:
- 1) the Management Board of the Foundation
  - 2) the minister supervising the Foundation
  - 3) any of the Founders
  - 4) half the number of the Founders Board members.
12. The Foundation's Management shall provide the organizational and technical support of the Founders Board work.

### **Art. 13**

1. The Management Board of the Foundation shall control the activities of the Foundation and represent it before external parties.
2. The Management Board shall consist of 1 to 4 persons including the Management Board President.
3. The Management Board shall be appointed for an indefinite period of time; the Founders Board may dismiss the entire Management Board or its individual members at any time.
4. Management Board members may be employed by the Foundation under an employment contract whose terms will each time be decided by the Founders Board. All declarations of will on behalf of the Foundation concerning the employment relationship of a member of the Foundation's Management Board shall be made by a Founders Board proxy appointed by resolution of the Founders Board.
5. Membership of the Management Board of the Foundation shall expire upon recall or demise of the member.
6. The Founders may be appointed as members of the Management Board of the Foundation.
7. The Management Board shall be concerned in particular with:
  - 1) pursuing the Foundation's objectives and growth
  - 2) administrating the Foundation's assets
  - 3) preparation of annual balance sheets of the Foundation and submitting the same to the Founders Board
  - 4) representing the Foundation in Poland and abroad

- 5) establishing commercial companies, civil associations and other social or economic organizations
- 6) awarding scholarships.
8. Resolutions of the Management Board shall be made by an ordinary majority of votes. If the numbers voting for each side are equal, the Chair must give a casting vote.
9. The President and one member of the Management Board acting in cooperation, or the President, where the Management Board consists of a single person, shall be authorized to make statements and to sign in the name and on behalf of the Foundation.
10. Sessions of the Management Board shall be held at least once a month.

## **Chapter 2**

### **Assets of the Foundation**

#### **Art. 14**

The Foundation's initial fund shall be the Founder's contribution amounting to PLN 1,100 (one thousand and one hundred zloty).

#### **Art. 15**

The Foundation's income shall be made of:

- 1) one time or regular subsidies, grants and donations from legal and natural persons in Poland and abroad as well as inheritances and legacies;
- 2) proceeds from public collections organized by the Foundation and from games and lotteries organized in accordance with the regulations in place;
- 3) income from movable property, real estate and property rights
- 4) proceeds from events of a commercial and charitable nature
- 5) income from Foundation's business
- 6) other proceeds.

**The Chair: Maciej Landowski**

**Józef Jamiński**

**Zofia Jamińska**

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