



Statute of Centaurus Foundation

General Provisions

§ 1.

1. The Foundation operating under the name of “Fundacja Centaurus” (Centaurus Foundation), hereinafter referred to as “the Foundation”, established by Ewa Anna Mastyk (hereinafter referred to as “the Founder”), as confirmed by the notarial deed located in the notary's office in Wrocław, runs under the provisions of law and this Statute.
2. The Foundation is apolitical and not connected with any faith.

§ 2.

The Foundation has legal personality.

§ 3.

The seat of the foundation is the city of Wrocław.

§ 4.

1. ¹ The Foundation may operate on the territory of the Republic of Poland and abroad.
2. ² *(repealed)*
3. ³ *(repealed)*
4. ⁴ *(repealed)*

§ 5.

1. ⁵ The Foundation may establish Branches, Subsidiaries, as well as create and accede to companies, foundations, associations and other legal entities.

¹ Modified by the Foundation Council in § 1 of the resolution of November 14th, 2011, concerning the revision of the Statute.

² Repealed by the Foundation Council in § 1 point 1 of the resolution of March 23rd, 2010, concerning the revision of the Statute.

³ Repealed by the Foundation Council in § 1 point 1 of the resolution referred to in footnote 1.

⁴ Repealed by the Foundation Council in § 1 point 1 of the resolution referred to in footnote 1.

⁵ Modified by the Foundation Council in § 1 point 2 of the resolution referred to in footnote 2, in § 1 point 2 of the resolution of March 30th, 2008, concerning the revision of the Statute, as well as in § 1 point 1 of the resolution No. 5/2012 of June 30th, 2012, concerning the revision of the Statute.

2. ⁶ The Foundation Council shall be the authority in regard to the establishment, dissolution and acceding to entities referred to in passage 1.
3. ⁷ The Foundation Council, when establishing or acceding to an entity referred to in passage 1, appoints persons authorized to represent the interests of the Foundation and determines the scope, procedure, and form of establishing or acceding to legal entities referred to in passage 1.

§ 6.

The Foundation may establish badges and medals of honor as well as grant them along with other awards and distinctions to natural and legal persons who distinctly contributed to the Foundation.

The Foundation – Aims and Rules of Operation

§ 7.

The Foundation operates in the following areas:

- 1) charity work;
- 2) protection and promotion of health;
- 3) science, education, and upbringing;
- 4) ecology and animal protection, as well as conservation of natural heritage;
- 5) prevention of social pathologies;
- 6) promotion and organization of volunteerism;
- 7) promotion of employment and vocational development of the unemployed and people under the threat of unemployment.

§ 7a.⁸ The Foundation, by pursuing its unpaid statutory operations of a public benefit organization, conducts the following activities:

- 1) within the scope of protection and promotion of health:

85.14.A A Physiotherapy

⁶ Modified by the Foundation Council in § 1 point 1 of the resolution of May 9th, 2011, concerning the revision of the Statute.

⁷ Added by the Foundation Council in § 1 point 2 of the resolution referred to in footnote 6.

⁸ Added by the Foundation Council in § 1 point 1 of the resolution of December 1st, 2011, concerning the revision of the Statute.

- 85.14.F Activity connected with the protection of human health, not elsewhere classified (nec)
- 85.51.Z Non-school forms of sport education, as well as recreational and sport activities
- 86.90.D Paramedic care
- 86.90.E Other activities in the field of health care, nec
- 92.62.Z Activities connected with sports, nec
- 93.11.Z Operation of sports facilities
- 93.13.Z Operation of facilities dedicated to the improvement of physical fitness
- 93.19.Z Other activities connected with sports

2) within the scope of science, education, and upbringing:

- 58.11.Z Publishing books
- 58.13.Z Publishing newspapers
- 58.19.Z Other publishing activities
- 59.13.Z Distribution of movies, videos, and television programs
- 63.12.Z Operation of web portals
- 63.99.Z Other services in the field of information, nec
- 85.59.A Teaching foreign languages
- 90.01.Z Staging artistic performances
- 90.02.Z Supporting staging artistic performances
- 92.31.E Activities of galleries and exhibition centers
- 92.31.F Activities of culture centers
- 92.32.Z Operation of arts facilities

3) within the scope of ecology and animal welfare, as well as the protection of natural heritage:

- 01.41.Z Breeding and raising dairy cattle
- 01.42.Z Breeding and raising other cattle and buffaloes
- 01.43.Z Breeding and raising horses and other equines
- 01.45.Z Breeding and raising sheep and goats

- 01.49.Z Breeding and raising other animals
- 75.00.Z Veterinary activities
- 82.30.Z Organizing fairs, exhibitions and congresses
- 91.04.Z Activities of botanical gardens, zoological areas, and nature reserves

4) within the scope of prevention of social pathologies:

- 88.91.Z Child day-care
- 92.72.Z Other recreational activities, nec
- 92.34.Z Other entertainment activities, nec
- 93.21.Z Activities of amusement parks and theme parks
- 93.29.Z Other amusement and recreational activities

5) within the scope of promotion and organization of volunteerism:

- 91.33.Z Activities of other member-organizations, nec

6) within the scope of promotion of employment and vocational development of the unemployed and people under the threat of unemployment:

- 85.31.B Other social assistance, with accommodation
- 85.32.C Other social assistance, without accommodation
- 87.20.Z Residential care for persons with mental disorders

§ 8.

The Foundation pursues its aims by:

- 1) cooperation with local government and government authorities, as well as NGOs, within the scope indicated by the Foundation's aims;
- 2) acquisition, management and distribution of funds as well as tangible and intangible gifts received by the Foundation;
- 3) organization and support of tangible ventures within the scope of the Foundation's aims, through money and tangible assets;
- 4) providing support and assistance to children who are temporarily or permanently in a difficult social situation;
- 5) educating, providing information, and conducting research, within the scope of the Foundation's aims;

- 6) popularizing the aims of the Foundation in the media;
- 7) facilitating cooperation within the statutory aims of the Foundation of persons and institutions supporting and working in the field of self-organization and mutual assistance;
- 8) providing organizational, financial and in-kind support to persons and entities undertaking and carrying out activities convergent with the aims of the Foundation;
- 9) promoting and advertising activities connected with the aims of the Foundation;
- 10) obtaining grants from the EU;
- 11)⁹organizing events of various scales, aimed at promoting active leisure activities as an alternative to alcohol, drugs, and vandalism;
- 12) purchasing horses specially trained for hippotherapy, along with the necessary equipment;
- 13) purchasing or accepting sick, mistreated horses, horses living in bad conditions, horses bound for slaughter;
- 14) rehabilitation and treatment of horses;
- 15)¹⁰educating children, youth, and adults about broadly understood ecology and environmental protection, as well as protection of animal rights;
- 16)¹¹conducting activities with the use of healthy horses for people with emotional problems, people from the margins of society, for children with disabilities, and people with so-called civilization diseases (depression, anorexia, bulimia, anxiety, neuroses, phobias);
- 17)¹² providing support and assistance to people who are temporarily or permanently in a difficult social situation;
- 18)¹³ conducting educational activities, promoting employment and vocational development of the unemployed and people under the threat of unemployment.

§ 9.

To achieve its aims, the Foundation may support the activities of individuals and institutions convergent with its aims.

⁹ Modified by the Foundation Council in § 1 point 3 of the resolution referred to in footnote 2.

¹⁰ Modified by the Foundation Council in § 1 point 4 of the resolution referred to in footnote 2.

¹¹ Modified by the Foundation Council in § 1 point 5 of the resolution referred to in footnote 2.

¹² Added by the Foundation Council in § 1 point 3 of the resolution of March 30th, 2008, concerning the revision of the Statute.

¹³ Added by the Foundation Council in § 1 point 3 of the resolution referred to in footnote 12.

The Foundation – Assets and Income

§ 10.¹⁴

The Foundation's assets are comprised of its founding capital in the amount of PLN 1000 (in words: one thousand zloty 00/100) and other property acquired by the Foundation in the course of its operation (including 4 horses acquired before registration and the equipment and documents affiliated with them).

§ 11.

The Foundation's income may come in particular from:

- 1) donations, inheritances, bequests;
- 2) grants and subsidies from legal persons;
- 3) ¹⁵ collections and public events;
- 4) ¹⁶ assets of the Foundation;
- 5) bank interest;
- 6) securities;
- 7) EU grants.

§ 11 a.¹⁷

(repealed)

§ 11b.¹⁸

The Foundation carries out economic activity in the following areas:

- | | |
|---------|---|
| 41.10.Z | Execution of construction projects connected with the construction of buildings |
| 41.20.Z | Construction of residential and non-residential buildings |
| 46.21.Z | Wholesale of grain, raw tobacco, seeds, and animal feeds |
| 46.37.Z | Wholesale of coffee, tea, cocoa, and spices |

¹⁴ Modified by the Foundation Council in § 1 point 6 of the resolution referred to in footnote 1, and in § 1 point 3 of the resolution referred to in footnote 6.

¹⁵ Repealed by Foundation Council in § 1 point 2 of the resolution No. 5/2012 of June 30th, 2012, concerning the revision of the Statute.

¹⁶ Modified by Foundation Council in § 1 point 4 of the resolution referred to in footnote 6.

¹⁷ Modified by Foundation Council in § 1 point 7 of the resolution referred to in footnote 2.

¹⁸ Added by Foundation Council in § 1 point 2 of the resolution referred to in footnote 8, as modified by Foundation Council in § 1 of the resolution of September 6th, 2012, concerning the revision of the Statute, and as modified by Foundation Council in § 1 of the resolution of August 1st, 2014, concerning the revision of the Statute.

- 47.11.Z Retail sale in non-specialized stores selling mostly food, beverages, and tobacco
- 47.29.Z Retail sale of other food in specialized stores
- 47.61.Z Retail sale of books in specialized stores
- 47.64.Z Retail sale of sporting equipment in specialized stores
- 47.65.Z Retail sale of games and toys in specialized stores
- 47.76.Z Retail sale of flowers, plants, seeds, fertilizers, live animals, pet food in specialized stores
- 47.89.Z Retail sale of other goods via stalls and markets
- 47.91.Z Retail sale via mail-order houses or via the Internet
- 47.99.Z Other retail sale, conducted in other places than stores, stalls or markets
- 55.10.Z Hotels and similar accommodation establishments
- 55.20.Z Tourist and short-stay accommodation establishments
- 55.30.Z Camping fields (excluding fields for motorhomes) and campsites
- 56.10.A Restaurants and other permanent catering facilities
- 56.10.B Mobile caterers
- 56.21.Z Preparation and delivery of food for external customers (catering)
- 56.30.Z Preparation and serving of beverages
- 58.11.Z Publishing books
- 61.90.Z Other telecommunications activities
- 62.09.Z Other service activities in the field of computer and information technology, nec
- 63.12.Z Operation of web portals
- 63.99.Z Other service activities in the field of information, nec
- 68.10.Z Buying and selling real estate, on own account
- 68.20.Z Rental and management of own or leased real estate
- 73.11.Z Advertising agencies
- 74.20.Z Photography

74.90.Z	Other professional, scientific and technical activities, nec
77.11.Z	Renting and leasing cars and vans
77.12.Z	Renting and leasing other motor vehicles, excluding motorcycles
77.31.Z	Renting and leasing agricultural machinery and equipment
77.32.Z	Renting and leasing construction machinery and equipment
77.33.Z	Renting and leasing office machinery and equipment, including computers
77.39.Z	Renting and leasing other machinery, equipment and tangible goods, nec
79.12.Z	Tour operator activities
82.30.Z	Organization of fairs, exhibitions and congresses
85.51.Z	Non-school forms of sports education, as well as sports and recreational activities
93.29.Z	Other amusement and recreational activities

§12.

- 1) Income from grants, subsidies, donations, inheritances, and bequests shall be used for the aims of the Foundation only with observance of the Founder's will.
- 2) In matters connected with the acceptance of donations or inheritances, statements required by the provisions of law shall be submitted by the Foundation's Management Board.
- 3) ¹⁹ In the event the Foundation is summoned to inherit, the Management Board shall submit a declaration on the acceptance of the inheritance with the benefit of inventory only when at the moment of submitting this declaration it is evident that the assets of succession exceed the inheritance debts.

§ 13.

The Foundation may not:

- 1) grant loans or secure liabilities with its own assets in relation to its members, members of the bodies or employees as well as persons with whom the employees are married to or related to in the first degree, or are related to on account of adoption, care or guardianship, hereinafter referred to as "close relatives";

¹⁹ Modified by the Foundation Council in § 1 point 4 of the Council Resolution referred to in footnote 12.

- 2) transfer its assets to its members, members of the bodies or employees as well as close relatives, on terms other than in relation to third parties, specifically if such transfer takes place without any payment, or on preferential terms;
- 3) use the assets to the benefit of its members, members of the bodies or employees as well as close relatives, on terms other than in relation to third parties, unless this use results directly from the Foundation's statutory aims;
- 4) purchase on special terms goods or services from entities in which the Foundation members, members of its bodies, employees and their close relatives participate.

§ 14.²⁰

Income derived by the Foundation shall be fully committed to the pursuit of its statutory aims.

The Foundation – Bodies²¹

§ 15.²²

The Foundation shall have the following bodies:

- 1) The Council;
- 2) The Management Board.

The Council

§ 16.

1. The Council is a body with powers of initiative, of opinion, and supervisory control.
2. ²³ The Council shall meet at least once a year.
3. ²⁴ The Council is convened by its Chairman on their own initiative or at the written request submitted by the Management Board.
4. ²⁵ The Council shall act in accordance with applicable laws and the Statute.

²⁰ Modified by the Foundation Council in § 1 point 5 of the resolution referred to in footnote 6.

²¹ Modified by the Foundation Council in § 1 point 3 of the resolution referred to in footnote 15.

²² Modified by the Foundation Council in § 1 point 3 of the resolution referred to in footnote 15.

²³ Modified by the Foundation Council in § 1 point 5(a) of the resolution referred to in footnote 12, and by the Foundation Council in § 1 point 4 of the resolution referred to in footnote 15.

²⁴ Modified by the Foundation Council in § 1 point 5(b) point b of the resolution referred to in footnote 12.

²⁵ Modified by the Foundation Council in § 1 point 4 of the resolution referred to in footnote 15.

§ 17.²⁶

1. The Council consists of three members appointed for a five-year term.
2. A member of the Council can serve more than one term.
3. Unless otherwise agreed, upon the expiry of the term referred to in passage 1 and not in situations referred to in passage 5, the term of the Board member is automatically renewed.
4. The Council appoints new members in order to replace persons who ceased to perform the functions of a member, or in order to expand the composition of the Council. The Council shall elect the Chairman of the Council and the Secretary of the Council.
5. Membership in the Council becomes void in the cases of: dismissal of the given member of the Council, written resignation, or death of the given member of the Council.
6. In justified cases, dismissal of a member of the Council, depriving them of membership in the Council, may occur as result of a resolution adopted by the other members of the Council.

§ 18.²⁷

1. The Council shall make decisions in the form of resolutions during meetings of which written minutes shall be recorded. The minutes, along with resolutions, shall be kept in the book of minutes.
2. Voting at meetings is open. The Council adopts resolutions by a simple majority of votes, unless the Statute or provisions of law provide otherwise. With an equal number of votes, the vote of the Chairman decides.
3. The Council shall adopt a resolution if the meeting is attended by at least half of its members and all members were invited.
4. The Council may adopt resolutions in writing or by using means of direct communication at a distance (e.g. e-mail or fax). A resolution passed in this way is valid if all the Council members were notified of the content of the resolution draft.

§ 19.²⁸

1. The tasks of the Council are as follows:

1) submitting proposals concerning the Foundation's activities;

²⁶ Modified by the Foundation Council in § 1 point 1 of the resolution No. 8/2013 of November 16th, 2013, concerning the revision of the Statute.

²⁷ Modified by the Foundation Council in § 1 point 2 of the resolution referred to in footnote 26.

²⁸ Modified by the Foundation Council in § 1 point 3 of the resolution referred to in footnote 26.

- 2) appointing and dismissing the President, Vice President and members of the Management Board;
 - 3) expressing opinions on matters submitted to it by the Management Board;
 - 4) establishing internal organization of the Foundation and Organizational Regulations of the Foundation;
 - 5) reviewing and approving reports on the activities of the Management Board and granting it discharge;
 - 6) passing resolutions on buying and selling real estate, movable property and other rights or obligations related to real estate and movable property of significant value;
 - 7) controlling the activities of the Management Board, organizational units or other units established to pursue the Foundation's aims, and exercising constant supervision over them;
 - 8) providing opinions at the request of the Management Board in regard to contracts, agreements, proposals, and any other documentation related to the activities of the Foundation;
 - 9) expressing opinions on or preparing documentation at the request of the Management Board on its compliance with applicable law. 9.
2. Stances, opinions, requests, comments, and control report recommendations of the Foundation Council are binding for the Management Board.

§ 20.

The Council, in order to perform its duties, is empowered to:

- 1) request the Management Board to submit any documents concerning the Foundation's activities;
- 2) request the members of the Management Board to submit written or oral explanations;;
- 3) inspect the property of the Foundation and control its finances.

§ 21.²⁹

1. One can not combine membership in the Council with membership in the Management Board or being employed by the Foundation.
2. In case of appointing a member of the Council, with their consent, to the Management Board, or employing the Council member by the Foundation - the membership of such person in the Council shall be suspended, respectively for the duration of being a Board member or being employed by the Foundation.

²⁹ Modified by the Foundation Council in § 1 point 4 of the resolution referred to in footnote 26.

3. The members of the Council:

- 1) must not be members of a managing body nor be connected with them through marriage, cohabitation, consanguinity, affinity or subordination;
- 2) must not have been convicted for an intentional crime prosecuted by public prosecution or for a fiscal offense;
- 3) may receive, for performing their duties of a Council member, reimbursement of justified costs or compensation in an amount not higher than the average monthly salary in the enterprise sector as announced by the Central Statistical Office for the previous year.

The Management Board

§ 22.

1. ³⁰ The Management Board shall be comprised of one to three persons appointed by the Council for a four-year term. Members of the first the Management Board are appointed by the Founder, who appoints the President and the Vice Chairman of the Management Board.
2. A member of the Management Board can serve more than one term.
 - a. ³¹ Unless otherwise agreed, after the expiry of the term of office referred to in passage 1 and not submitting a resignation, the term of the Board member is automatically renewed..
3. The Council shall appoint the President and Vice Chairman of the Management Board, subject to passage 1 of this article.
4. ³² The Management Board as a whole or its individual members may be dismissed by the Council before the end of the term through a resolution adopted unanimously by all members of the Council.

§ 23. ³³

1. The Foundation's Management Board shall direct the Foundation's operations and represents it externally.
2. Among the tasks of the Management Board shall be the taking of decisions on all matters not delegated to other Foundation bodies.

³⁰ Modified by the Foundation Council in § 1 point 7(a) of the resolution referred to in footnote 12.

³¹ Added by the Foundation Council in § 1 point 10 of the resolution referred to in footnote 15.

³² Modified by the Foundation Council in § 1 point 7(b) by the resolution referred to in footnote 12, and in § 1 point 11 of the resolution referred to in footnote 15.

³³ Modified by the Foundation Council in § 1 point 5 of the resolution referred to in footnote 26.

3. The meetings of the Management Board shall be held in accordance to the provisions of § 18 of the Statute, concerning the Council.
4. The Management Board is obliged to submit financial statements and reports on the activities of the Foundation to the Council as required by law, yearly, before the 1st of June.

Manner of Representation

§ 24.

1. ³⁴ Statements of intent are submitted on behalf of the Foundation by two members of the Management Board or one member of the Management Board and a representative.
2. Should the Management Board consist of a single member, a statement of intent on behalf of the Foundation is submitted individually by the Chairman of the Management Board.

Local Units³⁵

§ 24 a.

1. The Foundation may establish Branches or Subsidiaries, hereinafter referred to as “local units” (*jednostki terenowe*).
2. Branches have legal personality.
3. Subsidiaries do not have legal personality.

§ 24 b.

Local units may be established at the request of the Management Board. The resolution on the establishment of a local unit shall be adopted by the Council.

§ 24 c.

1. The governing bodies of a Branch are the management board and the audit committee.
2. Management board is the governing body of a subsidiary.
3. Resolutions of all the bodies of a local unit are passed in an open vote by simple majority, in the first period in the presence of at least half of the members entitled to vote, or in the second period, regardless of the number of members present, unless further provisions of the Statute provide otherwise.

³⁴ Modified by the Foundation Council in § 1 point 9 of the Resolution referred to in footnote 12.

³⁵ Added by the Foundation Council in § 1 point 9 of the resolution referred to in footnote 2.

4. The term of office of all elected local unit authorities shall be 3 years long.
5. Should a local unit's governing body have its member count diminished during a term, the remaining members of the aforementioned body can supplement their composition by co-opting the missing number of members.
6. Permission for the cooption referred to in passage 4 shall be granted by the Council.

§ 24 d.

1. ³⁶ The management board of the local unit consists of 1-5 members elected by the Foundation Council, which appoints the chairman of the management board.
2. Meetings of the management board of the local unit are held as necessary, but not less frequently than once a year.
3. The powers of a local unit's management board are as follows:
 - a) directing the current work of the local unit,
 - b) managing the assets of the local unit,
 - c) representing the local unit and acting on its behalf,
 - d) taking decisions on all matters not delegated to other bodies,
 - e) providing reports along with assessments of activities of the local unit to the Council (in the case of Branches) or to the audit committee (in the case of Subsidiaries).

§ 24 e.

1. The Branch audit committee is a body independent from the Branch management board, and is appointed to exercise control over the activities of the Branch management board.
2. The audit committee consists of 3 to 5 people - including the chairman - appointed by the Council.
3. The powers of an audit committee are as follows:
 - a) overseeing the overall activities of the Branch,
 - b) evaluation of the Branch management board, including annual reports and balance sheets,
 - c) granting discharge to the management board,
 - d) applying for revocation of the Branch management board or its individual members in case of inactivity,

³⁶ Modified by the Foundation Council in § 1 point 9 of the resolution referred to in footnote 6.

- e) applying to the Council for the dissolution of the Branch.
4. ³⁷ Supervision over Subsidiaries shall be exercised by the Foundation Council
 5. ³⁸ The § 16-24 provisions of the Statute shall be applied in regard to rights and duties of a Subsidiary management board in its relation to the Foundation Council. █

§ 24f.

1. The Management Board has the right to refuse acceptance to local unit actions inconsistent with the statutory aims of the foundation, or actions which according to the Management Board may harm the image of the Foundation or its interests.
2. A resolution to dissolve a local unit is adopted by the Council through a qualified 2/3 majority in presence of at least half of the members entitled to vote, at the request of the local management board, an audit committee, or the Management Board, upon finding irregularities in the activities of the local unit.

Amending the Statutes

§ 25.³⁹

1. The aims and Statute of the Foundation can be changed during existence.
2. Changes in this respect shall be made by the Council.

Merging with Another Foundation

§ 26.

1. ⁴⁰ The Foundation may merge with another foundation for the effective pursuit of its aims.
2. A merger with another foundation must not take place if the outcome could substantially change the aims of the Foundation.

§ 27.

In regard to decisions about mergers, the Board needs to decide by unanimous resolution which must be approved by the Council in order to be effective.

³⁷ Added by the Foundation Council in § 1 point 10 of the resolution referred to in footnote 6.

³⁸ Added by the Foundation Council in § 1 point 10 of the resolution referred to in footnote 6.

³⁹ Modified by the Foundation Council in § 1 point 10 of the resolution referred to in footnote 12, and in § 1 point 11 of the resolution referred to in footnote 6.

⁴⁰ Modified by the Foundation Council in § 1 point 12 of the resolution referred to in footnote 6.

Liquidation of the Foundation

§ 28.

1. The Foundation shall be subject to liquidation in the event of the achievement of the aims for which it was founded, or in the event of the exhaustion of its funds and assets.
2. The liquidators of the Foundation shall be appointed and dismissed by the Council.

§ 29.

The decision to liquidate shall be made by the management board by unanimous resolution, which must be approved by the Council in order to be legally binding.

§ 30.

The funds and assets remaining after the Foundation's liquidation may be designated, by virtue of a vote of the Council, to foundations with similar aims, operating on the territory of the Republic of Poland. The Council shall elect the organization to which the Foundation's assets will be transferred.