

The Statutes of the "Digital Center" Foundation

CHAPTER I: GENERAL PROVISIONS

§1

1. The Foundation under the name of "Centrum Cyfrowe" ("Digital Center"), hereinafter referred to as the Foundation conducts its activity on the basis of the provisions of the Act of 6 April 1984 on Foundations (Journal of Laws of 1991, no. 46, item 203 as amended), and the provisions of these Statutes.

2. The Foundation may use a distinctive logo.

3. The Foundation uses a rectangular stamp with an inscription specifying its name and seat.

4. For the purposes of cooperation with foreign entities, the Foundation may use a translation of its name in selected foreign languages.

§2

The Foundation shall have legal personality.

§3

The seat of the Foundation shall be the capital city of Warsaw.

§4

1. The Foundation operates within the territory of the Republic of Poland and abroad.

2. The Foundation may form branches, subsidiaries and institutes and agency offices in Poland and abroad, as well as amalgamate with other foundations and act as a member of any association.

§5

The lifetime of the Foundation shall be unlimited.

§6

By reason of the purposes of the Foundation, the competent minister shall be the minister competent for informatization matters, hereinafter referred to as "the Competent Minister".

CHAPTER II: PURPOSES AND PRINCIPLES OF OPERATION OF THE FOUNDATION

§7

The Foundation has been created in order to support:

a) the development of digital society

- b) projects aimed at propagating and protecting freedom, human rights and civil liberties, as well as activities supporting the development of democracy;
- c) activities for the benefit of European integration and developing contacts and cooperation between societies;
- d) activities supporting economic development, including the development of entrepreneurship;
- e) activities supporting the development of local communities;
- f) science, education and schooling
- g) culture, art, protection of cultural and national heritage.

§8

The Foundation carries out its purposes by and through initiating, conducting and supporting (in terms of organization, materially or financially):

- a) conferences, education seminars, debates, trainings and other events in the domain of economic, human, social and environmental sciences;
- b) carrying out research and development in the above mentioned scope;
- c) advisory activities and implementation in the scope of applying modern technologies;
- d) education in the above mentioned scope;
- e) developing and implementing projects and social campaigns

§9

1. To effect its purposes as set forth in the Statutes, the Foundation conducts commercial activity with the following objects:

- a) Computer programming activities (PKD 62.01.Z);
- b) Computer facilities management activities (PKD 62.03.Z);
- c) Other information technology and computer service activities (PKD 62.09.Z);
- d) Data processing, hosting and related activities (PKD 63.11.Z);
- e) Web portals (PKD 63.12.Z);
- f) Other information service activities, n.e.c. (PKD 63.99.Z);
- g) Technical testing and analysis (PKD 71.20.B);
- h) Research and experimental development on natural sciences and engineering (PKD 72.19.Z);
- i) Research and experimental development on social sciences and humanities (PKD 72.20.Z);
- j) Economic activity and other management consultancy activities (PKD 70.22.Z);
- k) Market research and opinion polling (PKD 73.20.Z);
- l) Organization of conventions and trade shows (PKD 82.30.Z);
- m) Operations of arts facilities (PKD 90.04.Z);
- n) Other education, n.e.c. (PKD 85.59.B)
- o) Activities of professional membership organizations (PKD 94.12.Z)
- p) Activities of other membership organizations , n.e.c. (PKD 94.99.Z)
- q) Educational support activities (PKD 85.60.Z).

2. To effect its purposes as set forth in the Statutes, the Foundation may also cooperate with other natural or legal persons, including but not limited to the units of local government and the Competent Minister.

CHAPTER III: PROPERTY AND INCOME OF THE FOUNDATION

§ 10

The property of the Foundation includes:

- 1) the founding capital in the amount of PLN 62.300,00 (sixty two thousand three hundred zlotys) contributed by the Founders, as follows:
 - a) Szymon Gutkowski has contributed into the Foundation the amount of PLN 100.00 (one hundred zlotys)
 - b) Igor Ostrowski has contributed into the Foundation the amount of PLN 100.00 (one hundred zlotys)
 - c) Aleksander Tarkowski has contributed into the Foundation the amount of PLN 100.00 (one hundred zlotys)
 - d) foundation named Projekt: Polska Foundation with its registered seat in Warsaw has contributed into the Foundation the amount of PLN 62,000.00 (sixty two thousand zlotys)
- 2) all or any property rights obtained by the Foundation under §11 of the present Statutes.
- 3) income from the activities of the Foundation.

§ 11

1. Funds for the implementation of the Foundation's purposes and covering the costs of its activity originate from:

- a) the founding capital;
- b) funds and other assets granted by the Founders;
- c) gifts, subsidies, donations, inheritances and bequests, both domestic and foreign;
- d) income from assets, real property, economic rights, including but not limited to stocks, securities and other financial instruments available on the capital market;
- e) income from donations and grants, fundraisers and public events;
- f) interest and banking deposits;
- g) economic activity gains.

2. After covering the expenses of its activity, the Foundation designates the entire income solely for the purposes of its activity as set forth in the Statutes.

3. The Management Board of the Foundation may dispose of particular economic rights under a condition that the sums obtained as a result of such sale are used in order to attain the purposes as set forth in the Statutes.

4. The Property of the Foundation may be deposited in particular on bank accounts, in securities or any other manner beneficial for the Foundation.
5. Natural and legal persons offering donations or subsidies for the benefit of the Foundation, on a one-off basis or in total, in the amount specified by the Founders, shall receive, should they so desire, the title of a Donor. The title of a Donor is of a personal nature.
6. The Foundation manages its finances and keeps the accounting ledgers on the principles set forth in separate provisions of law.
7. The economic activity of the Foundation is separated on the accounting and bookkeeping level.
8. Not later than two months after the commencement of the calendar year the Foundation's Management Board prepares the budget of the Foundation and presents it to the Academic Council. The budget should make it possible to attain the goals of the Foundation and specify the sources of financing.
9. The Academic Council may request the Management Board of the Foundation to amend the budget. Such request of the Academic Council is not binding on the Management Board.

§ 12

The Property of the Foundation, as well as the funds for the implementation of the Foundation's purposes and covering the costs of its activity must not be:

- a) used for granting loans or securing obligations in relation to members of the governing bodies of the Foundation or employees of the Foundation, as well as persons with whom such members of the governing bodies of the Foundation or its employees are in a marital relationship or in a relation of direct kinship or consanguinity, collateral kinship or consanguinity to the second degree, or to whom they are related by way of adoption, care or custody (hereinafter referred to as „close persons”),
- b) transferred for the benefit of members of the governing bodies of the Foundation or employees of the Foundation and their close persons, on the principles other than those applied in relation to third parties, including without limitation, if such transfer is effected gratuitously or on preferential conditions,
- c) used for the purposes of purchasing goods or services from entities in which there participate members of the governing bodies of the Foundation or employees of the Foundation and their close persons, on the principles other than those applied to third parties or at prices exceeding market prices;
- d) used for the purposes of purchasing goods or services on special principles from entities in which there participate members of the governing bodies of the Foundation or employees of the Foundation and their close persons.

§ 13

Should the Foundation be appointed to inheritance, the Management Board shall file a representation on accepting the inheritance with the benefit of inventory only when upon filing of such representation it is obvious that the assets of succession significantly exceed inheritance debts.

§ 14

The Foundation is liable for its obligations with all its assets.

CHAPTER IV: GOVERNING BODIES OF THE FOUNDATION

§ 15

The governing bodies of the Foundation are:

- a) the Meeting of the Founders of the Foundation, hereinafter referred to as the „ Meeting of the Founders“;
- b) the Academic Council of the Foundation, hereinafter referred to as „the Academic Council“;
- c) the Management Board of the Foundation, hereinafter referred to as „the Management Board“.

CHAPTER V: THE MEETING OF THE FOUNDERS

§ 16

1. The Meeting of the Founders exercises control over the activities of the Foundation through supervising and assessing the works of the Management Board.
2. Sessions of the Meeting of the Founders shall be held not less frequently than once in a year in connection with the necessity to pass resolutions specified in Section 8 letter b).
3. Sessions of the Meeting of the Founders are convened upon request of one of the Founders. A session may be convened also on request of the Chair of the Academic Council.
4. A session of the Meeting of the Founders is convened at least two weeks before the planned date, by notification sent by regular or electronic mail. Such notification shall specify date, time and venue of the session and the purpose of it being convened, as well as its course in accordance with Section 7 below.
5. For the Meeting of the Founders to be valid, it is sufficient to properly invite all the Founders, without all or any requirements as to the number of the Founders present at the session.
6. Subject to Sections 7 and 8 below, resolutions of the Meeting of the Founders shall be passed by absolute majority of votes.
7. Sessions of the Meeting of the Founders may be held in the form of a videoconference, teleconference or by circulation. In the case of circular course, for a resolution to be passed it is required that all members consent to such resolution by placing their signatures.
8. Resolutions of the Meeting of the Founders shall be passed by a majority of 2/3 votes in the following matters:
 - a) approving annual financial statements of the Foundation and reports on the activity of the Foundation, as well as granting a vote of approval to the Management Board;

- b) appointing and dismissing members of the Management Board having obtained a prior opinion of the Academic Council, subject to § 25;
 - c) specifying the number of members of the Academic Council for a given term;
 - d) entering into agreements with members of the Management Board connected with fulfilling their functions;
 - e) reaching a decision on an amalgamation of the Foundation with another foundation, having obtained a prior opinion of the Academic Council;
 - f) amendments to the Statutes having obtained a prior opinion of the Academic Council.
9. Members of the Meeting of the Founders do not receive remuneration in connection with their functions.
10. A Founder may be a member of the Academic Council. If a Founder is elected to the Management Board, his or her membership in the Meeting of the Founders is subject to suspension.

CHAPTER VI: ACADEMIC COUNCIL

§ 17

1. The Council of the Foundation is an opinion-making and advisory body of the Foundation.
2. The Council of the Foundation shall be composed of 3 to 6 members, including the Chairperson of the Academic Council. The number of members of the Academic Council shall be specified by the Meeting of the Founders.
3. The members of the Council shall elect the Chair from among themselves.
4. Members of the Academic Council are appointed by the Meeting of the Founders by way of resolution for a term of three years. A member of the Academic Council may be elected for not more than a subsequent term. The first Academic Council shall be composed of:
- a) Mirosław Filiciak,
 - b) Barbara Szczepańska,
 - c) Lidia Kołucka-Żuk,
 - d) Igor Ostrowski;
5. A member of the Council may cease to hold his or her position in the event of:
- a) dismissal from the Academic Council;
 - b) resignation;
 - c) death;
 - d) and a judgment of conviction, issued against a member of the Academic Council for a crime committed intentionally, becoming final and valid.

6. A member of the Academic Council may be dismissed by resolution of the Meeting of the Founders or by unanimous resolution of the other members of the Academic Council at any time due to material reasons, including without limitation when the activities of such member of the Academic Council does not ensure attainment of the goals of the Foundation.
7. The Academic Council in a voting elects the Chair of the Academic Council. The election requires absolute majority of votes. The Chair manages the works of the Academic Council, and in particular, chairs sessions of the Academic Council and coordinates the work of the other members of the Academic Council.
8. The Academic Council may appoint committees and commissions with the competences specified in a relevant resolution.

§ 18

1. The Academic Council proceeds and passes resolutions:
 - a) during sessions or
 - b) by correspondence (including via electronic mail); correspondence proceedings are introduced due to time limitations and remote places of residence and work.
2. The Academic Council reaches decisions in the form of resolutions adopted by simple majority of votes. In the event of an equal number of votes, the Chair shall have the casting vote. Resolutions on the matters referred to in § 19 Section 1 letters a) and d) and § 27 Section 1 shall be passed by a qualified majority of $\frac{3}{4}$ votes. The voting shall be by open ballot, except for voting in the matters regarding the personnel. In the case of correspondence proceedings, a decision on a resolution is valid, if the decision on that matter is expressed by at least one half of the Academic Council's composition. In the case of proceedings in the form of sessions it is required that at least $\frac{2}{3}$ members of the Council are present.
3. Sessions of the Academic Council shall be convened by the Chair of the Academic Council upon his or her own motion, or on request of at least two members of the Academic Council or the President of the Management Board.
4. Sessions of the Academic Council shall be chaired by its Chair or a member of the Academic Council appointed by him or her. Members of the Management Board may participate in all sessions of the Academic Council, except for such sessions during which there are discussed the matters referred to in § 19 Section 1 letter b), as observers.

§ 19

1. The competences of the Academic Council include:
 - a) setting the directions of activity for the Foundation, issuing opinion long-term and annual action plans for the Foundation;
 - b) upon request of the Meeting of the Founders issuing opinion on resolutions adopted by the Meeting of the Founders
 - c) filing motions and initiatives regarding day-to-day activity of the Foundation;

- d) submitting to the Meeting of the Founders proposals for amendments to the Statutes of the Foundation and presenting opinion in that scope;
- e) adopting resolutions in other matters presented by the Management Board or the Meeting Founders .

2. In order to ensure a diligent performance of its obligations, the Academic Council may create supporting and advisory bodies, not having the status of the Foundation's authorities.

ZARZĄD FUNDACJI

§ 20

1. The Management Board shall be composed of 1 to 3 members, including the President of the Management Board. The number of members of the Foundation's Management Board shall be determined by the Meeting of the Founders, having obtained opinion of the Academic Council subject to § 25 of the Statutes.

2. The Management Board shall be appointed by the Meeting of the Founders for a term of three years, subject to § 25 of the Statutes.

3. The Meeting of the Founders appoints one of the members of the Management Board for the position of President of the Management Board. In the case of a single-member Management Board, the sole member of the Management Board has the function of President of the Management Board. The President of the Management Board manages the work of the Management Board, and in particular chairs the Management Board meetings and coordinates and supervises the work of the remaining members of the Management Board.

4. A Member of the Management Board of the Foundation may be a person who:

- a) enjoys full public rights;
- b) has at least 3-year experience in managing employee teams;
- c) has not been convicted by a valid and enforceable court judgment for a crime committed intentionally or a fiscal crime.

5. The function of a member of the Management Board may be fulfilled for more than one term.

6. A member of the Management Board may cease to fulfill its function in the event of:

- a) resignation;
- b) dismissal by resolution of the Meeting of the Founders;
- c) death.

7. The Meeting of the Founders dismisses a member of the Management Board at any time, in particular in the event of non-fulfillment of the conditions set forth in § 20 Section 4 of the

Statutes or loss of capability to fulfill one's obligations as a result of a long-term illness, lasting at least 6 (six) months.

§ 21

The Management Board reaches decisions in all matters not reserved in the Statutes for the competences of the Meeting or the Founders and the Academic Council, including but not limited to:

- a) managing the activities of the Foundation and representing it in outside contacts,
- b) filing representations of will, disposal of a right and incurring obligations in the name of the Foundation
- c) effecting the purposes of the Foundation as set forth in its Statutes;
- d) administering the property of the Foundation;
- e) accepting subsidies, gifts, inheritances and bequests;
- f) presenting action plans and the annual budget of the Foundation
- g) drawing up financial statements and reports on the activity of the Foundation
- h) implementation of the HR policy of the of the Foundation, including specifying remuneration of its employees.

§ 22

Statements of will on behalf of the Foundation shall be made by the President of the Management Board solely or two members of the Management Board acting jointly. In the case of a single-member Management Board, the President of the Management Board is solely authorized to make statements of will in the name of the Foundation.

§ 23

1. The Management Board adopts resolutions by simple majority of votes. In the event of an equal number of votes, the President of the Management Board shall have the casting vote.

2. Sessions of the Management Board shall be held as necessary. The sessions are convened by President of the Management Board on his or her initiative or on request of any of the members of the Management Board. The sessions may be conducted by correspondence (including via electronic mail) due to remote places of residence and time limitations. Members of the Academic Council may be present at the sessions of the Management Board as observers.

§ 24

The Meeting of the Founders may award remuneration to a member of the Management Board.

§ 25

Aleksander Tarkowski is hereby appointed as member of the first Management Board.

CHAPTER V: AMENDMENTS TO THE STATUTES

§ 26

1. Decisions on amending the Statutes shall be reached by the Meeting of the Founders, having taken into account the opinion and proposed amendments brought forward by the Academic Council and the Management Board.

CHAPTER VI: LIQUIDATION OF THE FOUNDATION

§ 27

1. The Foundation shall be liquidated by virtue of a resolution of the Academic Council either in the case of death or deletion from the register of the last of its Founders; or in the case when it reaches its aims for which it has been established, as well as in the case when its financial resources and property are exhausted, in accordance with Article 15 of the Act on Foundations.

2. Liquidation of the Foundation shall be carried out by the Management Board.

3. The property remaining after the liquidation of the Foundation shall be granted, subject to the provisions of Article 5 Section 4 of the Act on Foundations, to such institutions whose activity corresponds to the purposes of the Foundation, specified to that end by the Founders or, in their absence, by the Council the Foundation.

§ 28

The Statutes shall take effect upon registration of the Foundation with the National Court Register.

Paweł Ciacek

Szymon Gutkowski

Igor Ostrowski

Aleksander Tarkowski

Warsaw, 9 June 2015