

## STATUTE OF THE FOUNDATION

### I. GENERAL PROVISIONS

#### § 1

The foundation called "British Council Foundation", hereinafter referred to as the "Foundation," established by **British Council, with registered office at 10 Spring Gardens, London SW1A 2BN**, operates on the basis of provisions of the Foundations' Act of 6 April, 1984 (unified text Dz.U. of 1991, No 46, item 203 with subsequent amendments) and the present Statute.

#### § 2

The Foundation has the status of a legal person.

#### § 3

The Foundation's registered office shall be the capital city of Warsaw.

#### § 4

The competent minister shall be the Minister of Culture.

#### § 5

The Foundation shall operate in Poland and abroad.

#### § 6

The duration of the Foundation shall be unlimited.

### II. OBJECTIVES AND RULES OF OPERATIONS

#### § 7

The Foundation has been created with the aim to build mutually beneficial relationships between people in the UK and Poland and to increase appreciation of the UK's creative ideas and achievements through:

- a) promoting a wider knowledge of the United Kingdom;
- b) developing a wider knowledge of the English language;
- c) encouraging cultural, scientific, technological and other educational co-operation between the United Kingdom and other countries, especially Poland;
- d) otherwise promoting the advancement of education.

#### § 8

The Foundation realises its objectives through:

- a) cooperation with organisations with the same or similar interests worldwide, especially foundations and charitable institutions,
- b) cooperation with public authorities, business sector and mass media interested in the Foundation's objectives,
- c) carrying out information, promotion, training, research and publishing activities aimed at achieving the Foundation's objectives,
- d) organising exhibitions, concerts, seminars, events and any type of advertising campaigns world-wide aimed at the presentation of culture, art and historical heritage of the UK,
- e) organising meetings with persons and organisations with ties to the UK and engaged in its development attended by various communities in order to popularize the activities of such persons and organisations.

### III. FOUNDATION'S ASSETS AND INCOME

#### § 9

The start-up capital comprises an initial fund of PLN 2050 referred to in the notarized deed establishing the Foundation, whereof PLN 1000 shall be used for the purpose of conducting business operations.

## **§ 10**

Foundation's income shall arise from:

- a) public funds/aids
- b) the Foundation's business operations
- c) charges and fees paid by participants of programmes organised by the Foundation
- d) donations of property of any kind whatsoever, including endowments, gifts of money and any kind of assets
- e) inheritances
- f) income derived from collections, auctions and events organised by the Foundation or on its behalf.

## **§ 11**

The income and property of the Foundation however derived shall be applied towards the promotion of the objects of the Foundation, including supporting organisations established for the same or similar purposes worldwide.

## **§ 12**

1. The foundation may conduct business activity only to raise funds necessary to meet its objectives.
2. Foundation's objects of business activity are in particular:
  - a) Educational services, including English language teaching and examinations delivery
  - b) Books and other retail
  - c) Business and management consultancy activities
  - d) Advertising, promotional services and sponsorship
  - e) Immovable lease
  - f) IT support
  - g) Financial support
  - h) Bookkeeping services,
  - i) Research and development services.
3. If an object of the above Foundation's activities requires a special permission or license, the Foundation shall commence its activity after obtaining them.

## **§ 13**

The Foundation's financial and tax year shall start on the 1st April and end on the 31st day of March. The first financial and tax year extends from the date of the Foundation's formation until the 31st day of March 2013.

## **§ 14**

1. The Foundation cannot give any loans to members of the Foundation's Supervisory or Management bodies.
2. The Foundation cannot pass on its assets in favour of the members of the Foundation's bodies on different conditions than these related to any third party, especially if the passing on is free or preferential.
3. The Foundation cannot use its assets in favour of the members of the Foundation's bodies on different conditions than these related to any third party.
4. The Foundation cannot purchase from the members of the Foundation's bodies any goods and services on any special conditions.

## **IV. GOVERNING BODIES OF THE FOUNDATION**

### **§ 15**

The governing bodies of the Foundation are:

1. The Supervisory Board of the Foundation
2. The Management Board of the Foundation

## **The Board of the Foundation**

### **§ 16**

1. The Supervisory Board of the Foundation shall consist of between one and three person.
2. The members of the Supervisory Board of the Foundation shall be persons indicated by the Founders.
3. The Chair of the Supervisory Board of the Foundation shall also be indicated by the Founder.
4. The term of office of the Supervisory Board of the Foundation shall be 2 years.
5. The Supervisory Board membership shall expire:
  - a) on the date of approving the financial report for the last full financial year of his term of office,  
or
  - b) upon dismissal by the Founder, or
  - c) upon death,
  - d) or upon his written resignation.

### **§ 17**

1. The responsibilities of the Supervisory Board include:
  - a) Appointing a Director of the Foundation,
  - b) Approving the long term strategic business plan of the Foundation and approving annual updates
  - c) Approving the formal budget plan for the Foundation each financial year,
  - d) Considering reports of the Management Board of the Foundation and ratifying them,
  - e) Approving financial statements of the Foundation,
  - f) Approving changes to staff remuneration packages and Voluntary Early Redundancy budgets.
  - g) Adopting resolutions on the merger of the Foundation.

### **§ 18**

1. The Supervisory Board of the Foundation is convened by its Chair at his own discretion or upon a motion of the Chair of the Management Board of the Foundation.
2. The Supervisory Board of the Foundation shall convene at least once a year. Members of the Management Board of the Foundation may participate in its meetings.
3. The Supervisory Board of the Foundation adopts its decisions in the form of resolutions. The validity of its resolutions requires the presence of at least half of its members. In the event of any disagreements on decisions, the Chair shall have the casting vote.

## **The Management Board of the Foundation**

### **§ 19**

The Management Board is the executive body of the Foundation.

### **§ 20**

The Director of the Foundation, who also acts as the Chair of the Management Board, shall be appointed by the Supervisory Board of the Foundation. The first Management Board's members, including the Director of the Foundation, are appointed by the Founder. Thereafter appointments to the Management Board are made by the Director of the Foundation.

### **§ 21**

1. The Management Board shall consist of between 1 and 5 persons and the term of its office shall be two years.
2. A member of the Management Board may be recalled by the Supervisory Board of the Foundation at any time before the end of the term. The Supervisory Board of the Foundation is not obligated to appoint a new member in replacement of the dismissed member of the Management Board.
3. The Management Board membership shall expire:

- a) on the date of approving the financial report for the last full financial year of his term of office,  
or
- b) upon dismissal by the Board of the Foundation, or
- c) upon death,
- d) or upon his written resignation.

#### **§ 22**

The Management Board manages its affairs and represents it externally.

#### **§ 23**

The Management Board takes all the decisions regarding the Foundation, and in particular:

- a) Manages the assets of the Foundation
- b) Accepts donations, inheritances and endowments
- c) Sets the level of employment and determines the funds used for the payment of remuneration to the Foundation's employees after approval by Supervisory Board
- d) Manages the day-to-day operations of the Foundation and takes responsibility for the realisation of its objectives.

#### **§ 24**

Each member of the Management Board may make declaration of will on behalf of the Foundation individually.

#### **§ 25**

The Management Board's decisions and resolutions are adopted only after validation and approval of the Chair of the Management Board.

#### **§ 26**

Meetings of the Management Board shall take place as required, at least, once every three months.

### **V. FINAL PROVISIONS**

#### **§ 27**

In order to achieve a greater effectiveness in attaining its objectives the Foundation may, pursuant to a decision of the Supervisory Board of the Foundation, merge with other foundations with similar objectives on terms and conditions agreed by both interested parties.

#### **§ 28**

Changes in the articles and changes of the Foundation objectives shall be made by the Supervisory Board of the Foundation.

#### **§ 29**

1. The Foundation shall be liquidated in the event of attaining the objectives, for which it had been established or due to the exhaustion of its funds and assets.
2. The Supervisory Board of the Foundation shall take the decision to liquidate the Foundation.
3. The Supervisory Board of the Foundation shall appoint the Liquidator of the Foundation.
4. The Supervisory Board of the Foundation shall decide on the disbursement of the Foundation's assets following its liquidation.