

# **Charter of the "Culture of Image Foundation"**

## **Chapter 1 General Provisions**

### **§ 1**

The Foundation operating under the name "Culture of Image", hereinafter referred to as the "Foundation", established by Anna Sielska, Michał Łuczak and Krzysztof Szewczyk, hereinafter referred to as the "Founders", acts on the basis of provisions of the Act dated 6 April 1984 on Foundations (Journal of Laws of 1991, No 46, item 203, as amended) as well as the provisions of this Charter.

### **§ 2**

The registered office of the Foundation is located in Katowice.  
The time of operation of the Foundation is unlimited.  
The Foundation may act in the Republic of Poland and abroad.

### **§ 3**

The Foundation holds a legal capacity.  
The Foundation's activity is supervised by the Minister of Culture and National Heritage.

### **§ 4**

The name of the Foundation is registered.  
The Foundation may use a distinguishable logo.

## **Chapter 2 Objectives and Rules of the Foundation's Activity**

### **§ 5**

The Foundation may launch departments, agencies and subsidiaries.

### **§ 6**

The Foundation may establish honorary awards and grant them, along with any other prizes and distinctions, to private individuals and legal persons who rendered great service in respect of the Foundation.

### **§ 7**

To accomplish its objectives, the Foundation may conduct business activity, itself or in collaboration with other entities, in Poland and abroad, in accordance with the legal regulations in force.  
Profits gained from this activity will be allotted to realize the statutory objectives of the Foundation and the development of its business activity.

### **§ 8**

The objectives of the Foundation are as follows:

- a) supporting the creative activity and promoting photographic output of the photographic creators worldwide,
- b) promoting photography and other arts (including film and audio-visual arts) as the universal language facilitating free communication across borders and generations,
- c) developing visual education of children and youth,

d) creating a platform for meeting of photography with sociology, ethnography, anthropology and other Humanities.

#### § 9

The Foundation accomplishes its statutory objectives through:

- a) organizing seminars, symposia, workshops and trainings, as well as other forms of cultural and educational activity, and propagating and exchange of experience in correspondence with its objectives,
- b) conducting activity connected with exhibitions, publishing, education, and promotion of culture,
- c) collaboration with institutions for arts, publishing and promotion of culture, as well as museums,
- d) cooperation with state and local authorities, institutions, political, social and non-governmental organizations for development and popularization of culture,
- e) supporting and funding scholarships, especially for gifted children and youth from the poorest families.

#### § 10

To accomplish its objectives, the Foundation can support the activity of other legal persons and private individuals.

### Chapter 3 Assets and Income of the Foundation

#### § 11

The Foundation's assets include the funds, properties and movables acquired by the Foundation.

#### § 12

The Founder provides the Foundation with the founding fund in the amount of PLN 1,000 (one thousand).

#### § 13

The funds for realization of Foundation's objectives and covering of its costs are in particular generated from:

- a) gifts, inheritance, bequests, both Polish and foreign,
- b) donations, subsidies, and grants,
- c) income on collections of money and public events,
- d) income on the Foundation's movable and immovable property,
- e) income on the Foundation's assets and property rights,
- f) interests and bank deposits,
- g) income on the scientific, educational, and other activities.

#### § 14

A Donor, on transferring their financial means onto Foundation, may restrict the means be allotted to a particular kind of Foundation's activity. The Board of Directors may not accept such a condition. In this event, the Foundation will refund the means to the Donor. Where the transfer of means is not conditional on its objective, the Foundation may allot the means to any statutory objective.

### Chapter 4 Bodies of the Foundation

#### § 15

The body of the Foundation is its Board of Directors.

## § 16

1. The Board of Directors shall represent the Foundation and manage its regular activity.
2. The Board of Directors of the Foundation is composed of 3 members, appointed for a five-year term of office.
3. The entire Board of Directors or its individual members are appointed and dismissed by the Founder by means of a unanimous resolution.
4. The Board membership ceases due to a Member's death, loss of legal capacity, waiver of the mandate or deposition by the Founder.
5. The Board of Directors work is managed by the President of the Board. In the event of their absence, the replacement is taken by another member, chosen from among the members of Board by means of a unanimous resolution of the President.
6. The meetings of the Board of Directors are held if needed, but at least once every three months.
7. The Board meetings must be minuted.
8. The Board of Directors shall adopt resolutions in an open voting, by an ordinary majority of votes cast by members present at the meeting of the Board of Directors, but the presence of no less than half of the total number of members shall be required (quorum). The secret voting may only be held in cases of personal character, or if demanded by at least one of the Board members. In the event of equal distribution of votes, a vote cast by the President of the Board of Directors shall be decisive.
9. The detailed provisions for the Board activity, including the provision on calling meetings and division of work are envisioned in the By-Laws approved by the Founder.

## § 17

Declarations of intent on behalf of the Foundation shall be made individually by each Board member.

## § 18

The Board's scope of activity includes:

- a) setting the main directions of the Foundation's activity,
- b) altering the Charter and objectives of the Foundation,
- c) passing the budget and annual plans of operation,
- d) making resolutions on membership in other organizations,
- e) making the resolution on liquidation of the Foundation and allotment of its assets,
- f) making decisions on other issues of the Foundation,
- g) controlling the Foundation activities,
- h) managing the current economic and organization issues of the Foundation,
- i) managing the Foundation assets,
- j) making decisions on purchase and sale of the Foundation movable and immovable assets,
- k) making decisions on incurring other commitments,
- l) organizing and conducting the business activity,
- l) passing provisions,
- m) deciding on the size of employment and level of assets allotted to the Foundation employees' remuneration.

## § 19

The Board members may be remunerated by the Foundation for the responsibilities held. The amount of remuneration is approved by the Founder. The Board members may enter into contracts with the Foundation on services from beyond the Board scope of activities.

Chapter 5  
Final Provisions

§ 20

1. Any and all amendments to this Charter may be introduced by the Board of Directors by means of a unanimous resolution with all the members present, and approved by the Founder.
2. The Board presents the Founder with the content of suggested resolution on amendments to the Charter.
3. On familiarizing themselves with the content of resolution, the Founder expresses the written approval or rejection within 3 days from the date the proposition has been made. In the event of rejecting of resolution, the Founder shall give their reasons.
4. In the event of resolution proposed by the Board being approved, the Board shall make a resolution in the manner prescribed by section 1 of this paragraph.
5. In the event of rejection of the proposed content of resolution by the Founder, the Board is obliged to take the Founder objections into consideration and conduct the above prescribed procedure anew.

§ 21

The resolution on liquidation of the Foundation shall be made by the Board, with all the members present, by a 2/3 majority of votes, on written approval of the Founder.

On making the resolution on liquidation of the Foundation, the Board appoints liquidators, prescribes the manner of execution of liquidation and allotment of the Foundation assets.

Unless the resolution on liquidation provides otherwise, liquidators of the Foundation are the members of its Board.

To all matters of liquidation of the Foundation not settled herein, the adequate provisions of the Act dated 6 April 1984 on Foundations shall apply.