



**Fundacja Wspierania
Rozwoju Radiokomunikacji
i Technik Multimedialnych**

THE STATUTES

12 May 2017

Chapter I

GENERAL TERMS

Article 1

A Foundation named "FOUNDATION FOR THE DEVELOPMENT OF RADIOCOMMUNICATION AND MULTIMEDIA TECHNOLOGIES", hereinafter referred to as the Foundation, established by following legal persons:

1. ALCATEL Polska S.A.
2. ASTER CITY CABLE Sp. z o.o.
3. CENTERTEL Sp. z o.o.
4. ERICSSON Sp. z o.o.
5. KAPSCH Telecom Sp. z o.o.
6. NOKIA POLAND Sp. z o.o.
7. PHILIPS Polska Sp. z o.o.
8. Polskie Radio S.A.
9. Polskie Sieci Elektroenergetyczne S.A. (PSE S.A.)
10. Zakłady Wytwórcze Urządzeń Telefonicznych S.A. (ZWUT S.A.)

hereinafter referred to as the Founders, in notary office in Warsaw at Al. Jerozolimskie 42/150, repertory A No. 3459 of 08.11.1999, operates pursuant to the provisions of the Act on Foundations of 6 April 1984 (consolidated text: Journal of Laws 2016, item 40) and these Statutes.

Article 2

The Foundation is a legal person.

Article 3

The Foundation is based in Warsaw.

Article 4

The minister in charge is the Minister of Science and Higher Education.

Article 5

1. The Foundation operates in the territory of the Republic of Poland.
2. In order to appropriately achieve its social objectives, the Foundation may operate outside the Republic of Poland.

Article 6

The Foundation may set up branches, establishments, affiliates and also join other foundations and associations whose objectives are similar to those of the Foundation.

Article 7

The Foundation shall use a round seal with a circumscription stating its name and seat.

Article 8

The Foundation may establish badges and medals of honour and award them, together with any other awards, to natural and legal persons that have greatly contributed to the achievement of the Foundation's objectives or to the Foundation itself.

Chapter II

THE FOUNDATION'S OBJECTIVES AND PRINCIPLES OF OPERATION

Article 9

The Foundation was established for the following purposes:

1. Fostering the development of scientific thought in the field of radiocommunications and multimedia technologies (radiocommunications, television, radio, radar, electro-acoustic technologies, medical electronics) at the Warsaw University of Technology.
2. Supporting the development of academic staff of the Warsaw University of Technology.
3. Supporting the academic development of talented students of the Warsaw University of Technology.
4. Implementing new knowledge to teaching activities, expanding and upgrading the academic and teaching facilities of the Warsaw University of Technology by providing advanced measurement, audiovisual and IT equipment for research and teaching laboratories.

Article 10

The Foundation pursues its objectives by:

1. Organising, funding or co-funding:
 - a) trainings, seminars, and conferences;
 - b) raising the awareness of Polish scientific achievements in Poland and internationally;
 - c) publications promoting Polish scientific achievements in Poland and internationally;
 - d) grants, internships, awards, and travel to scientific conferences for academic staff, and talented students;
 - e) scientific research aimed at developing radiocommunications and multimedia technologies and putting Polish scientific achievements to work.

Article 11

The Founders may change the objectives of the Foundation, and therefore its Statutes, by unanimously passing a resolution to that effect; however, the change must reflect the Founders' original intention and must not contradict or go beyond the original purpose of the Foundation.

Chapter III

ASSETS AND INCOME OF THE FOUNDATION

Article 12

The Foundation's assets consist of an initial fund of PLN 10,000 (ten thousand zloty), contributed in equal parts by the Founders, as well as funds, real property and movables acquired by the Foundation in the course of its operation.

Article 13

1. The income of the Foundation is derived, in particular, from grants, subsidies, donations, bequests, and other kinds of money contributions granted by natural persons, legal persons, or organisations without a legal personality.
2. Entities supporting the activities of the Foundation are nominated as Sponsors in accordance with the rules set forth in Article 17 herein.

Article 14

The Foundation shall not conduct any business activity.

Article 15

Decisions as to the use of the assets shall be made by:

- a) The Executive Board, subject to point b);
- b) A Donor, to the extent of their contribution, if they specify the purpose for such contribution or the manner in which such contribution is to be used, provided that any such purpose should be aligned with the objectives of the Foundation as defined in Article 9 herein.

Article 16

1. The Foundation shall not incur liabilities in excess of its total assets.
2. The Foundation shall not:
 - a) extend loans or provide collateral for liabilities using the Foundation's assets to members of its governing bodies, employees, or any persons who are spouses or cohabitants of members of the Foundation's governing bodies or the Foundation's employees, or who are their direct or secondary relatives up to the second degree of affinity or consanguinity or are related to them by adoption, custody or guardianship, and who shall hereinafter be referred to as "Related Persons";
 - b) transfer the Foundation's assets to members of its bodies or to its employees, or their Related Persons on any terms other than those applicable to third parties, in particular where such transfer is to be free of charge or made on preferential terms;
 - c) use the Foundation's assets to the advantage of members of its governing bodies or its employees or their Related Persons on any terms other than those applicable to third parties, unless such use results directly from a statutory objective of the Foundation;
 - d) purchase goods or services from entities whose interests are held by members of the Foundation's bodies or its employees, or their Related Persons on any terms other than those applicable to third parties or at any prices above the market level.

Chapter IV
ENTITIES SUPPORTING THE ACTIVITIES OF THE FOUNDATION

Article 17

1. Entities supporting the activities of the Foundation (hereinafter referred to as Sponsors) may be legal or natural persons, as well as organisations without a legal personality, that wish to provide long-term financial or material support for the objectives and tasks of the Foundation, or otherwise assist the Foundation (e.g. by volunteering), and undertake to comply with the provisions of the Foundation's Statutes.
2. A Sponsor has the right to delegate a voting representative to the Foundation Council. With the Sponsor's consent, information about the Sponsor (e.g. its name, logotype) shall be included in the Foundation's information and educational materials.
3. The right to delegate a representative to the Foundation Council shall cease:
 - a) due to discontinuation of activities for the benefit of the Foundation;
 - b) after a written notification of discontinuation of support for the Foundation submitted to the Executive Board;
 - c) due to liquidation of Sponsor's business.
4. Decisions regarding the appointment of a Sponsor on the Foundation Council and its removal from the Council due to discontinuation of activities for the benefit of the Foundation lies with the Foundation Council and shall be taken by means of a resolution.
5. If, as a result of ownership transformation, a Sponsor changes its name or becomes part of another organisation, the new company may assume the Sponsor's rights and obligations. The Foundation shall be notified thereof by an appropriate written notice delivered to the Executive Board or Foundation Council.

Chapter V
BODIES OF THE FOUNDATION

Article 18

1. The bodies of the Foundation are the Foundation Council, the Executive Board, and the Audit Committee.
2. The Foundation Council is an opinion-forming and advisory body of the Foundation and the ultimate decision-making body for the Foundation's constitutional matters.
3. The Executive Board is a governing body.
4. The Audit Committee exercises permanent supervision over all areas of the Foundation's activities and operates as a supervisory body as defined in Article 20 sec. 4 of the Act on Public Benefit Activity and Volunteering.
5. Members of the Foundation Council and the Audit Committee:
 - a) must not members of a managing body or be spouses, cohabitants, relatives (by affinity or consanguinity) or subordinates of other members of such bodies;
 - b) must not be convicted of an intentional crime prosecuted by public indictment or a fiscal crime;
 - c) perform their functions on a *pro bono* basis, without remuneration, and may only be reimbursed for reasonable expenses incurred in the performance of their functions.

THE FOUNDATION COUNCIL

Article 19

1. The Foundation Council shall be composed of representatives of the Founders, Sponsors, and the Warsaw University of Technology, provided that representations on the Council shall consist of one representative only.
2. The Foundation Council is a collegiate body whose members are appointed for an indefinite period of time. The Executive Board shall maintain an up-to-date list of members of the Foundation Council, which shall include valid entries made pursuant to resolutions passed by the Council, Sponsors' declarations of discontinuation of support for the Foundation, and arrangements arising from point 7.
3. The Founders shall appoint the members of the Foundation Council for its first term of office, designating their representatives to the Foundation Council.
4. Members for the successive terms of office of the Foundation Council shall be appointed and dismissed by the Foundation Council.
5. For the successive terms of office of the Foundation Council, the members may be representatives of Founders and of Sponsors, delegated by them and appointed by the Foundation Council.
6. The Founders shall appoint a representative of the Warsaw University of Technology for the first term of office of the Foundation Council. The representative of the Warsaw University of Technology for the successive terms of office of the Foundation Council shall be appointed by the Foundation Council, while the current representative of the Warsaw University of Technology shall abstain from voting.
7. Membership of the Foundation Council shall cease upon:
 - a) death;
 - b) resignation;
 - c) revocation of authorisation by a Sponsor;
 - d) dismissal.
8. The Foundation Council elects from among its Members and dismisses the President, Vice President, and Secretary.
9. The term of office of the Foundation Council shall be twelve months: from 1 April to 31 March.

Article 20

1. The primary functions of the Foundation Council shall include:
 - a) adopting the Foundation's action programmes as presented by the Executive Board;
 - b) approving reports from the Executive Board on the implementation of the action programmes and granting discharge to the Executive Board at the request of the Audit Committee;
 - c) appointing and dismissing members of the Audit Committee and the Executive Board;
 - d) adopting the Rules of Procedure of the Foundation Council;
 - e) adopting the Rules of Procedure of the Audit Committee;
 - f) approving the Rules of Procedure of the Executive Board;
 - g) passing resolutions to amend the Statutes except for the objective, which may be amended in accordance with Article 11;
 - h) passing a resolution to liquidate the Foundation.

2. The obligations, rights, and working procedure of the Foundation Council are set forth in the Rules of Procedure of the Foundation Council.

Article 21

The Foundation Council shall proceed during its meetings which shall be held at least twice a year.

1. Meetings shall be convened by the President or Vice President of the Council in consultation with the President of the Executive Board.
2. Representatives of the Executive Board of the Foundation shall participate in the meetings of the Foundation Council. Third parties may be invited to meetings.
3. The Foundation Council is competent to adopt resolutions if all members of the Foundation Council have been duly notified of the date and agenda of the meeting at least 14 days before the date of the meeting. Meeting notices may be provided either in hard copy or by electronic communication.
4. Resolutions shall be passed, subject to the provisions of Article 20 point g) of the Statutes, by a simple majority of votes irrespective of the number of persons present at the meeting of the Foundation Council, except that the presence of the President or Vice President of the Foundation Council shall be required for a resolution to be valid. In the event of a tie vote, the President of the Foundation Council shall have the casting vote, and in their absence, the Vice President of the Foundation Council shall have the casting vote.
5. Any amendments to the provisions of the Statutes require a resolution of the Council adopted by a qualified majority of 2/3 of the votes validly cast.

THE EXECUTIVE BOARD

Article 22

1. The Executive Board shall be composed of two to three members.
2. The Executive Board shall be composed of the President of the Executive Board and one member or two members of the Executive Board.
3. Two members of the Executive Board acting jointly shall be required to bind the Foundation.
4. Members of the Executive Board must not be convicted of an intentional crime prosecuted by public indictment or a fiscal crime;
5. Membership of the Executive Board shall expire upon:
 - a) death;
 - b) resignation;
 - c) dismissal.
6. The obligations, rights, and working procedure of the Executive Board are set forth in the Rules of Procedure of the Executive Board.
7. The powers of the Executive Board shall include:
 - a) managing day-to-day business of the Foundation;
 - b) representing the Foundation externally;
 - c) managing the Foundation's assets;
 - d) adopting the Rules of Procedure of the Executive Board;
 - e) preparing annual and multi-annual action programmes for the Foundation and its financial plans;
 - f) deciding on workforce size and the budget for the salaries of the Foundation's employees,

- g) accepting donations, inheritances and bequests, subsidies and grants,
- h) submitting requests for amendments to the Statutes of the Foundation.

THE AUDIT COMMITTEE

Article 23

1. The Audit Committee shall be composed of three to five persons appointed and dismissed by the Foundation Council.
2. The term of office of the members of the Audit Committee shall be 3 years.
3. The obligations, rights, and working procedure of the Audit Committee are set forth in the Rules of Procedure of the Audit Committee.
4. The powers of the Audit Committee shall be to exercise control and ongoing supervision over the statutory activities of the Foundation, including:
 - a) controlling the activities of the Executive Board;
 - b) presenting the Executive Board and the Council with audit findings;
 - c) formal and substantive review of annual factual reports and financial statements presented by the Executive Board and the full-year balance sheet and income statement; analysis of the Foundation's assets;
 - d) requesting the Foundation Council to grant discharge to Executive Board members for annual activity periods.
5. Each member of the Audit Committee has the right to request the Executive Board to provide clarifications and access to any documents concerning the activities of the Foundation and to participate, without decision-making powers, in meetings of the Executive Board.
6. The work of the Audit Committee shall be directed by its Chairperson appointed by the Foundation Council.
7. The Chairperson shall convene meetings of the Audit Committee when necessary, but at least once a year after the Executive Board has submitted its annual financial statements.
8. Resolutions of the Audit Committee shall be adopted in the presence of at least half of its members by simple majority. In the event of a tie, the Chairperson shall have the casting vote.

Chapter VI FINAL PROVISIONS

Article 24

1. The Foundation shall be liquidated in the event that the financial resources and assets of the Foundation are fully spent.
2. A resolution to liquidate the Foundation shall be adopted by the Foundation Council.
3. Liquidation of the Foundation shall be carried out by a liquidator appointed by the Foundation Council. The liquidator shall have the same powers as those of a member of the Foundation's Executive Board.

Article 25

1. The balance of assets of the Foundation in liquidation after the payment of the Foundation's liabilities and receivables shall be transferred to the Institute of Radioelectronics and Multimedia Technology of the Warsaw University of Technology.
2. The Council shall notify the liquidation of the Foundation to the Minister of Science and Higher Education.

Article 26

1. These Statutes shall become effective on the date of registration of the Foundation.
2. The consolidated version of these Statutes shall become effective on the date of its entry into the National Court Register.