RESOLUTION No. 6/2025
OF THE COUNCIL OF THE F8M Foundation
of 15 April 2025

STATUTE
of the F8M Foundation (8Marca.org)

Preamble

March 8th is a special day.
For years, it has been dedicated to women's rights around the world.
It is also an important day in the history of Rokietnica (Podkarpacie) and its current and former residents, as it is associated with tragic events of 1943.
We want our activity to always be associated with Rokietnica.
Therefore, we created the F8M Foundation, which through its educational, social, and cultural activities, will promote tradition, innovation, and tolerance.

General provisions

§ 1

The F8M Foundation, hereinafter referred to as “the Foundation”, was established by the Founder: Natalia Gnoińska by notarial deeds A 7743/2022 and A 4124/2022.

§ 2

1. The name of the Foundation is: Fundacja 8Marca.
2. The Foundation may use equivalents of its name in foreign languages and distinguishable graphic symbols (logo). In English, the name is F8M Foundation, abbreviated as F8M.
3. The Foundation may use the abbreviated name F8M.
4. The Foundation operates on the basis of the (polish) Act of 6 April 1984 on foundations, the (polish) Act of 24 April 2003 on public benefit and volunteer work, and under this statute.

§ 3

1. The registered seat of the Foundation is Cieszanów, Lubaczów County (powiat).
2. The Foundation operates within Poland and the European Union. However, to the extent necessary for the proper implementation of its objectives, the Foundation may also conduct activities outside the European Union.
3. The Foundation holds legal personality.
4. To carry out its statutory objectives, the Foundation may establish permanent or temporary branches, centers, offices, subsidiaries, and representative units in Poland and abroad, as well as join companies, other foundations, and cooperatives.
5. The Foundation may have a logo, website, and social media accounts.
6. The Foundation is established for an indefinite period.
7. The minister competent for culture and national heritage supervises the Foundation due to its primary goals.

The Foundation’s Objectives

§ 4

The statutory goals (objectives) of the Foundation are:

1. establishing cooperation with a wide range of stakeholders to protect heritage sites (including those not listed in the official monuments register) and prepare them for economic, social, and environmental change;
2. education regarding the protection, function, and potential of monuments and their role in building civil society;
3. education about monuments in the green transition, energy transformation, and combating climate change;
4. granting the Innovation Manor / Dwór Innowacji quality mark, which is a registered trademark (EUTM 018759971);
5. acquisition, protection, revitalization, development, and maintenance of historic sites, including palaces, manors, and other historical buildings, particularly those historically connected to the Uznański and Gnoiński families.
6. educational, instructional, publishing and research activities;
7. supporting artistic creativity in all forms, especially musical education;
8. instilling local identity among residents of areas with historic sites;
9. upholding the cultural traditions and diversity of regions where the Foundation's properties are located;
10. promotion and support of entrepreneurship, innovation, and diversity;
11. promotion and support of women's entrepreneurship and scientific activity;
12. acting as a partner of the New European Bauhaus movement;
13. promoting knowledge exchange and intergenerational integration;
14. promoting, supporting, and educating about environmental protection, sustainable development, circular economy, energy transformation, renewable energy sources, and sustainable building conservation;
15. propagating, educating, and co-creating with education institutions and enterprises model solutions in renewable energy, the circular economy, and sustainable development understood according to the United Nations definition as "development that meets the needs of the present without compromising the ability of future generations to meet their own needs.";
16. supporting social initiatives compatible with the Foundation's objectives;
17. initiating and supporting innovative solutions in various fields, especially by developing digital competence;
18. developing and strengthening attitudes of cooperation, civil society, and social capital, especially by fostering digital, social, and "green" competences.
19. increasing civic and social activity;
20. supporting initiatives that promote the culture and art of other European Union countries in Poland, particularly France, as well as the culture and art of Ukraine.

§ 5

The Foundation pursues its statutory objectives by:

1. obtaining financial resources for the renovation and conservation of its own historic properties and monuments not owned by the Foundation;
2. organizing fundraising campaigns, the proceeds of which shall be used to achieve the Foundation's statutory objectives;
3. acquiring ownership, lease, or other permissible civil law forms of historic objects, including their renovation and adaptation;
4. acquiring ownership, lease, or other permissible civil law forms of any land, in particular: developed land, agricultural land, forest land, land covered by water, which may be subject to civil law transactions;
5. creating modern cooperation spaces (so-called coworking) in historic buildings;
6. collecting documentation on monuments;

7. publishing and distributing materials (in printed and electronic versions);
8. organizing cultural and sports events, exhibitions, concerts, festivals, and other events aimed at popularizing culture and tradition;
9. organizing and conducting research programs;
10. initiating and conducting research, informational, and publishing programs aimed at acquiring and disseminating knowledge of sustainable development, ecology, and the circular economy;
11. organizing and financing training courses, conferences, symposia, and meetings;
12. awarding prizes and scholarships (including scientific scholarships);
13. organizing social actions and campaigns;
14. carrying out supporting activities for local communities, especially in the fields of education, science, culture, and information;
15. collaborating with other institutions, organizations, and persons both in Poland and abroad to achieve common statutory objectives. Such collaboration may involve organizational support, partial or total funding of initiatives, or assistance in obtaining necessary funds from other sources;
16. cooperating with local government and state authorities;
17. cooperating with national and international organizations for the protection of historic monuments;
18. employing staff or entering into other civil law contracts with third parties in pursuit of statutory objectives;
19. initiating, organizing, conducting, and funding competitions;
20. cooperating with other scientific, academic, cultural, educational, local, and regional development entities in Poland and abroad;
21. collaborating with governmental, local government, European Union's authorities, the business sector, and mass media engaged in promoting civil society and other public institutions;
22. organizing and maintaining offices, libraries, training rooms and other premises serving the Foundation's objectives;
23. initiating, organizing, maintaining, supporting, and funding cooperation and links between scientific institutions and enterprises;
24. participating in administrative proceedings and before administrative courts in matters related to the Foundation's statutory objectives.

Economic Activities of the Foundation
§ 6

1. The Foundation may conduct business activities.
2. The Foundation allocates PLN 1,000 of its assets for business activities. The Board may increase this amount as necessary.
3. The Foundation conducts business activities only insofar as they support the realization of statutory objectives. Business activities shall be strictly auxiliary to the Foundation's statutory activities. The Foundation does not operate for profit. Any surplus of revenue over costs shall be exclusively devoted to statutory activities.
4. Business activities may be conducted in separate establishments or organizational units of the Foundation.
5. In pursuing its objectives, the Foundation may also support, including financially, activities of other persons and institutions acting to achieve similar objectives.
6. For the realization of its objectives, the Foundation may enter into agreements and cooperate with individuals, legal entities, and entities without legal personality, both in Poland and abroad.
7. The Foundation may conduct business activities in the following areas:

a. **94.99: Activities of other membership organizations not elsewhere classified**
b. **68.20.Z: Rental and management of own or leased real estate**
c. **71.11.Z: Architectural activities**
d. **72.19.Z: Research and development in other natural and technical sciences**
e. **72.20.Z: Research and development in social and humanities sciences**
f. **74.90.Z: Other professional, scientific, and technical activities, not elsewhere classified**
g. **82.30.Z: Activities related to organizing fairs, exhibitions, and congresses**
h. **85.59.B: Other out-of-school educational forms, not elsewhere classified**
i. 18.13.Z: Printing services
j. 18.14.Z: Bookbinding and similar services
k. 18.20.Z: Reproduction of recorded data
l. 32.40.Z: Manufacturing of games and toys
m. 32.99.Z: Manufacturing of other products not elsewhere classified
n. 47.61.Z: Retail sale of books
o. 47.62.Z: Retail sale of newspapers and stationery in specialized stores
p. 47.63.Z: Retail sale of audio and video recordings in specialized stores
q. 47.65.Z: Retail sale of games and toys in specialized stores
r. 47.89.Z: Retail sale of other products at stalls and markets
s. 47.91.Z: Retail sale by mail order houses or via the Internet
t. 53.20.Z: Other postal and courier activities
u. 55.10.Z: Hotels and similar accommodation facilities
v. 55.20.Z: Tourist accommodation facilities and short-term accommodation
w. 55.30.Z: Campsites (including sites for camping vehicles) and tent sites
x. 56.10.A: Running a café
y. 58.11.Z: Publishing of books
z. 58.13.Z: Publishing of newspapers
aa. 58.14.Z: Publishing of magazines and other periodicals
bb. 58.19.Z: Other publishing activities
cc. 58.21.Z: Publishing of computer games
dd. 58.29.Z: Publishing of other software
ee. 59.11.Z: Activities related to film, video, and television production
ff. 59.12.Z: Postproduction activities related to film, video, and television
gg. 59.13.Z: Distribution of movies, video recordings, and TV programs
hh. 59.14.Z: Activities related to screening of films
ii. 62.01.Z: Software-related activities
jj. 62.02.Z: IT consultancy activities
kk. 62.03.Z: IT device management activities
ll. 63.11.Z: Data processing; website (hosting) management and similar activities
mm. 63.12.Z: Activities of web portals
nn. 70.21.Z: Public relations activities
oo. 70.22.Z: Other consultancy in running business activities and management
pp. 73.11.Z: Advertising agency activities
qq. 73.20.Z: Market and public opinion research
rr. 74.20.Z: Photography activities
ss. 74.30.Z: Translation services
tt. 78.10.Z: Activities related to recruitment and acquisition of employees
uu. 78.20.Z: Temporary employment agency activities
vv. 78.30.Z: Other activities related to employee placement
ww. 82.1: Office administration support activities
xx. 82.11.Z: Office administration services

yy. 82.19.Z: Photocopying, document preparation, and other specialized office support activities
zz. 82.99.Z: Other business support services not elsewhere classified
aaa. 85.59.A: Language teaching.

Foundation's Assets
§ 7

1. The initial assets of the Foundation consist of the amount provided by the Founder in the declaration of establishing the Foundation: PLN 2,000 (in words: two thousand), of which PLN 1,000 (in words: one thousand) is allocated for statutory activities and PLN 1,000 (in words: one thousand) for economic activity.
2. The Foundation's sources of income shall include, in particular:
    a. donations, inheritances, bequests,
    b. grants, subsidies, and endowments,
    c. proceeds from public collections and events,
    d. income from the sale of the Foundation's tangible and intangible merchandise,
    e. income from making Foundation's properties available to public administration, scientific entities, and commercial entities, and other income derived from the Foundation's assets.
3. All Foundation revenues are allocated exclusively to statutory activity.
4. When managing the Foundation's assets, it is prohibited:
    a. to grant loans or secure obligations with the Foundation's assets for members of its bodies or employees, and persons to whom the members of bodies or employees are related by marriage, cohabitation, direct or second-degree kinship or affinity, adoption, guardianship, or trusteeship, hereinafter referred to as "close persons";
    b. to transfer the Foundation's assets to members of its bodies or employees and their close persons, on principles other than applicable to third parties, especially if such transfer is gratuitous or on preferential conditions compared to market conditions;
    c. to use the Foundation's assets for members of its bodies or employees and their close persons, on principles other than applicable to third parties, unless such use directly arises from the statutory aim of the Foundation;
    d. to purchase goods or services from entities in which members of the Foundation's bodies or employees and their close persons participate, on principles other than applicable to third parties or at prices higher than market value.

Foundation Authorities, the Promoter
§ 8

1. The governing bodies of the Foundation are:
    a. the Foundation's Promoter, hereinafter also referred to as the "Promoter";
    b. the Foundation Council, hereinafter also referred to as the "Council";
    c. the Management Board of the Foundation, hereinafter also referred to as the "Board";
    d. the Assembly of Advisors, hereinafter also referred to as the "Assembly."
2. Members of the Council and the Board must not have been convicted by a final and binding court judgment for an intentional crime prosecuted by public indictment or a fiscal offense.
3. The Promoter is the Founder, and after their death or loss of legal capacity, a person indicated in the Founder's will, who consents to the function, confirmed by document. If no successor is indicated or no consent is given within two months,

the Assembly of Advisors selects the Promoter by the procedure prescribed below. This procedure also applies to subsequent successors.

4. The Promoter may indicate a successor in his or her will. Other Promoter-specific competencies are defined in the statute. Where competencies are assigned to the Promoter, they also pertain to the Founder. Where competencies are assigned to the Founder, they relate to the Founder's activities at the founding stage.
5. In the period between the Promoter's death or loss of legal capacity and the assumption of the function by a successor under §8(3), the duties of the Promoter are performed by the Chairperson of the Council.

The Foundation Council
§ 9

1. The Council is the Foundation's initiating, deliberative, and supervisory body.
2. In performing internal control or supervision, the Council is autonomous, independent, and not subordinate to the Board.
3. The Council shall consist of three to seven members. The members of the first Council are appointed by the Founder. Subsequent members of the Council, replacing those who have ceased to hold office or to expand the composition of the Council, shall be appointed by a decision of the Council itself.
4. The Promoter may be a Council member, provided he or she is not simultaneously a member of the Board.
5. The term of office of all members of the Council shall be five years and shall be automatically extended for subsequent five-year periods, without the need for a separate reappointment of the Council member.
6. Council members may not be the Board members.
7. Council members may not be married, in cohabitation, or in kinship, affinity, or employment subordination with the Board members.
8. A person to be appointed to the Council must demonstrate that they have not been convicted by a final court judgment of an intentional crime prosecuted by public indictment or of a fiscal offense, and that they meet the requirements set out in sections 6 and 7 above.
9. Council membership ceases by:
    a. removal by the Council,
    b. death,
    c. illness causing permanent incapacity,
    d. loss of public rights,
    e. final conviction for an intentional crime prosecuted by public indictment or of a fiscal offense,
    f. entering a relationship specified in section 7,
    g. resignation from Council membership.
10. The Council shall elect a Chairperson from among its members. The Chairperson represents the Council externally, prepares its meetings, and presides over them. In the absence of the Chairperson, the meeting shall be chaired by a person elected from among the Council members.
11. The Council meets at least twice yearly. Meetings are called by the Chairperson at their initiative or upon the Board's request.
12. Notice of a Council meeting must be given to all Council members at least 7 days in advance, stating the date, place, and proposed agenda. Notice may be by mail, fax or email.
13. Council meetings may be held without formal calling, and new agenda items may be added with unanimous Council consent.

14. Unless otherwise provided, Council resolutions are adopted by ordinary majority with at least half of the Council present; members may participate or vote remotely.
15. The Council may adopt detailed rules of procedure.
16. Council members do not receive remuneration for their work, but may have justified expenses reimbursed.

§ 10

1. Council's tasks include, in particular:
    a. overseeing the Board;
    b. approving multi-year and annual programs submitted by the Board;
    c. accepting periodic and annual reports of the Board on its activities and on the activities of the Foundation;
    d. auditing Foundation's financial management;
    e. evaluating Board performance and granting discharge for the previous year;
    f. appointing (except first Board, appointed by the Founder, and except as in §11 sections 2–3) Board members including the President;
    g. dismissing Board members, except those appointed by the Promoter;
    h. consenting to disposal of assets or incurring liabilities above the value set in §11 sec. 16;
    i. initiating statutory activity of the Foundation and guiding its direction;
    j. adopting resolutions on amendment of the Statute or Foundation's objectives;
    k. adopting resolutions on liquidation or merger of the Foundation;
    l. adopting resolutions on establishing cooperatives and joining such entities, in particular energy cooperatives, and setting up/joining other entities for Foundation goals;
    m. consenting to agreements with the Board members and setting terms;
    n. issuing opinions on matters presented by the Board.
2. In order to perform its duties, the Council is entitled to request explanations from the Board and to be provided with any documents relating to the Foundation's activities.

The Management Board of the Foundation

§ 11

1. The Board manages the day-to-day operations, manages Foundation's assets, represents the Foundation externally, and undertakes actions not reserved to the Council.
2. The Board comprises 1 or 2 persons appointed by the Council for a joint four-year term. If the Promoter is not a member of the Board, he or she is entitled to appoint one member of the Board and to designate the person who will serve as the President of the Board. The Promoter may also dismiss the Board member they have appointed or change the person holding the position of President of the Board.
3. If a member appointed by the Promoter resigns mid-term, the Promoter appoints their replacement.
4. A person to be appointed to the Board must demonstrate that they have not been convicted by a final court judgment of an intentional crime prosecuted by public indictment or of a fiscal offense.
5. Board members may serve for more than one term.

6. With two-person Board, resolutions and decisions are adopted by a simple majority of votes. In the event of a tie, the vote of the President of the Board shall prevail.
7. Each Board member independently manages Foundation matters.
8. With single-person Board, the President solely represents the Foundation externally.
9. With two-person Board, the Foundation is represented jointly by the President of the Board together with a member of the Board.
10. The Founder convenes the first Board meeting.
11. The Promoter may be a Board member if not also a Council member.
12. Meetings of the Board shall be convened by the President of the Board on their own initiative or at the request of a member of the Board or the Council. The President of the Board shall direct the work of the Board.
13. The President is the Board shall act as the head of the workplace (employer) in relation to the Foundation's employees.
14. Board membership ends upon:
    a. expiry of term,
    b. resignation,
    c. death,
    d. illness causing permanent incapacity,
    e. loss of public rights,
    f. final conviction for an intentional crime prosecuted by public indictment or of a fiscal offense,
    g. removal by appointing authority.
15. The Board may adopt internal rules after prior Council approval.
16. The Board may independently manage assets and incur liabilities up to PLN 1,500,000 (one million five hundred thousand zlotys). Board actions above this limit require Council approval.

§ 12

1. The Board may allocate part of the Foundation's properties for residential or representative purposes related to the conduct of its activities.
2. Board's tasks include, in particular:
    a. representing the Foundation externally;
    b. adopting annual financial plans approved by the Council;
    c. deciding all matters not reserved to the Council;
    d. accepting grants, donations, inheritances, and bequests;
    e. managing day-to-day Foundation activity;
    f. submitting motions to the Council regarding amendments to the Statute, the Foundation's objectives, mergers with other foundations, as well as the liquidation of the Foundation;
    g. hiring, dismissing, and determining the remuneration of employees and contractors;
    h. drafting annual and multi-year plans for the Foundation's activities;
    i. preparing and submitting annual financial statements in accordance with the relevant accounting regulations.

§ 13

1. The President and Board members may be employees under an employment contract or other management agreement with the Foundation.

2. The Council approves all such contract terms and pay for Board members by resolution.
3. On concluding a contract with the President or Board member, the Chairperson of the Council is authorized to independently sign on behalf of the Foundation as instructed by Council resolution, unless Council stipulates alternative representation.
4. In case of disputes between Foundation and the President/Board member, the Foundation is represented by the Council as specified above in section 3.
5. The above procedure also applies to cases where members of the Board perform expert tasks within projects implemented by the Foundation, including those involving public tasks entrusted to the Foundation.

Assembly of Advisors
§ 14

1. The Assembly is the Foundation's advisory and promotional body.
2. Members od the Assembly are appointed by the Promoter.
3. The Assembly consists of persons invited by the Promoter. Board or Council may recommend candidates; those invited become members upon informing the Promoter of acceptance.
4. Assembly members support the Foundation's statutory goals and programs and give opinions on planned and implemented initiatives.
5. Assembly membership ends upon resignation or removal by the Promoter.
6. The Assembly shall consist of 3 to 25 members.
7. Meetings of the Assembly shall be convened by the Promoter or the Board at least once a year, either in person or remotely, subject to the provisions of sections 10–14 below.
8. The Promoter may establish the rules of procedure for the Assembly.
9. Members of the Assembly shall not receive remuneration for holding their positions; however, they may perform paid work or participate in tasks commissioned by the Foundation as part of the implementation of its objectives.
10. In the event of the Promoter's death or loss of full legal capacity, the Chairperson of the Council or the Board shall convene the Assembly within a timeframe allowing verification of whether a successor was designated in the Promoter's will and whether that person has, within the period specified in § 8 section 3, accepted the position.
11. If no successor has been designated in the Promoter's will, or if the designated person does not consent to assume the position, the Promoter shall be elected by the Assembly through a secret ballot, with a quorum of at least half of the Assembly members. Voting may take place electronically.
12. Candidates for the position of Promoter may be nominated by members of the Assembly, the Management Board, or the Council.
13. The position of Promoter shall be assumed by the person who receives the highest number of votes and agrees to take on the role.
14. If none of the candidates receives a majority of votes or the elected person does not agree to assume the position, the procedure described in sections 11–14 shall be repeated. A separate meeting of the Assembly is not required to repeat the election procedure.

Merger, Statute Amendments and Liquidation
§ 15

1. The Foundation may merge with another foundation by Council resolution, adopted by two-thirds majority with at least half the Council members present.

2. Amendments to the Foundation's Statute shall be made by a resolution of the Foundation Council adopted by a two-thirds majority vote. An amendment to the Statute may include a change to the Foundation's objectives.
3. The Foundation shall be dissolved upon the achievement of the purposes for which it was established, or in the event of the exhaustion of its funds and assets.
4. The resolution on the liquidation of the Foundation and the appointment of a liquidator shall be adopted by the Council by a two-thirds majority vote.
5. The assets remaining after the liquidation of the Foundation shall be allocated to purposes consistent with its statutory objectives, in particular by transferring such assets to another entity that will continue the Foundation's activities in the fields of educational, social, and cultural initiatives aimed at promoting tradition, innovation, tolerance, and the development of the Podkarpacie region.

Accounting of the Foundation
§ 16

1. The financial year shall be the calendar year. The first financial year ends on December 31, 2022.
2. Annual financial reports are prepared by the Board and approved by the Council.