

Cracow 2022

*"This is my commandment,  
That you love one another,  
as I have loved you"*  
(John 15:12)

STATUTE  
**MISSION OF LOVE FOUNDATION**  
FOUNDATION OF LOVE



**MISSION  
OF LOVE**  
FOUNDATION

**Chapter I**  
**General terms**

§1

This Statute sets out the rules of operation of the foundation named **MISSION OF LOVE FOUNDATION**, hereinafter referred to as the Foundation, established by Dorota and Mirosław Gwiżdż, residing in Lipnica Mała 472a, 34-482 Lipnica Mała, province: Małopolskie, hereinafter referred to as the Founders.

## § 2

1. The registered office of the Foundation is in the town of Lipnica Mała.
2. The area of operation of the Foundation is the area of the Republic of Poland and the area of the whole world, in particular the Republic of Kenya.
3. The Foundation may:
  - a) establish branches, establishments, subsidiaries and representative offices in the country and abroad
  - b) create and join commercial companies or participate in foundations.

## § 3

The duration of the Foundation is unlimited.

## § 4

1. The Foundation may use a seal indicating the name and registered office of the Foundation.
2. The Foundation may use a distinctive graphic sign, the design of which will be determined by the Board of Directors.
3. The Foundation may, for the purpose of cooperation with foreign countries, use a translation of the name in selected foreign languages.
4. The Foundation may establish badges and honorary titles of the Foundation's Ambassador and award them, along with other prizes and awards, to natural and legal persons of merit for the purposes chosen by the Foundation or for the Foundation itself.

## § 5

The minister responsible for the objectives of the Foundation is the minister responsible for family and social policy.

## **Chapter II**

### **Objectives and principles of the foundation**

## § 6

The Foundation aims to carry out public benefit activities by providing assistance and carrying out activities for the benefit of people, especially children and young people, the sick

and disabled, individuals and families, as well as local communities who, for various reasons, are in difficult life or material circumstances, including:

1. Providing assistance to orphaned children, neglected children, victims of various forms of violence, at risk of social exclusion or demoralization; as well as children and young people in foster care and re-socialization institutions;
2. Supporting people leaving foster care and re-socialisation institutions in their reintegration/empowerment process;
3. Providing social assistance, including assistance to families and persons in difficult life situations and equalising opportunities for these families and persons, as well as persons at risk of social exclusion;
4. Support and promotion of the family and foster care system;
5. Providing humanitarian aid in the poorest regions of the world, including providing assistance to victims of disasters, natural catastrophes, economic crises, armed conflicts and wars at home and abroad;
6. Carrying out activities in favour of the family, maternity, parenthood, dissemination and protection of children's rights;
7. Providing access to education, comprehensive development, psychological and spiritual support, therapy and necessary medical care to the Foundation's charges;
8. Promotion of the Republic of Poland abroad.

## § 7

1. The Foundation pursues its objectives by carrying out unpaid public benefit activities in accordance with the Act on Public Benefit Activities and Voluntary Work.
2. The activities of the Foundation are carried out through:
  - a) In-kind and financial assistance to the Foundation's wards.
  - b) Acquisition, including the purchase of food, hygiene products, clothing, educational materials and other items to meet the needs of daily life for people covered by the scope of the Foundation;
  - c) Acquiring, including the purchase of medicines and medical supplies for persons covered by the Foundation;
  - d) Financing the costs of medical treatment, general and specialized medical examinations and consultations, and rehabilitation procedures;

- e) Supporting foster care, resocialisation and therapeutic facilities, as well as creating temporary accommodation for families, single mothers, children and young people in crisis, at home and abroad;
- f) To establish and run various types of establishments and centres supporting the development, education, upbringing of persons covered by the Foundation's assistance, 9;
- g) Cooperation with educational and rehabilitation facilities, schools, vocational training centres, counselling centres, foundations and associations, mission centres and individuals showing interest in the aims of the foundation at home and abroad;
- h) Maintaining contact with alumni of foster care and re-socialisation institutions during their stay in the institutions and also after they become independent;
- i) Helping people leaving foster care and re-socialisation institutions find employment and become independent; 7;
- j) Maintaining contact with the families of the foundation's charges, families in difficult life situations and other people in need of help;
- k) Organising outdoor events, festivals, auctions, sales and concerts to promote the foundation's mission and activities;
- l) Organising actions to support volunteering, including missionary volunteering, and cooperating with mission centres in this regard;
- m) Organising public collections;
- n) Initiating and organising exhibitions of missionary handicrafts;
- o) Organising charity and fundraising events;
- p) Obtaining sponsors;
- q) Organising local and missionary volunteering;
- r) Supporting missionaries and missionary volunteers;
- s) Promoting mission and missionary activities;
- t) Helping people out of homelessness and unemployment;
- u) Improving living conditions in foster care and other facilities supporting people in crisis of homelessness, orphans, the elderly, single mothers, victims of armed conflicts, violence;
- v) Promoting healthy lifestyles, increasing access to drinking water, using natural energy sources;
- w) Supporting all initiatives aimed at the independent functioning and development of people assisted by the Foundation,

- x) Organising social campaigns to raise awareness of poverty and the social marginalisation of those affected,
  - y) Organizing cultural events, concerts, exhibitions, promotional activities, special and mass events;
  - z) Organizing, conducting and supporting trainings, seminars and workshops in the field related to the objectives of the Foundation, especially for parents and caregivers, with particular emphasis on topics related to social reintegration and foster care and the rights of the child in the poorest areas of the world;
  - aa) Establishing, running and providing financial and material support to educational, care and upbringing institutions;
  - bb) Concern for the observance of children's rights and respect for every person, especially those affected by poverty, illness, living in crisis and at risk of social exclusion;
  - cc) The purchase of real estate and the construction of buildings and premises in order to meet the housing needs of the people covered by the Foundation's activities;
  - dd) Providing other financial and material assistance;
  - ee) Carrying out publishing and information activities;
3. In order to achieve its objectives, the Foundation may support the activities of other legal entities or natural persons converging with the objectives of the Foundation.

### **Chapter III**

#### **Foundation assets and income**

##### § 8

1. The Foundation's assets consist of an initial fund of PLN 10,000 / tens of thousands of zloty/ and other property acquired in the course of the Foundation's activities.
2. The Foundation's income may come from:
  - a) donations, legacies, bequests;
  - b) income from public collections;
  - c) grants and subsidies;
  - d) interest, income from property;
  - e) governmental and non-governmental fundraising;

- f) 1% tax payments from taxpayers, once the Foundation has been granted the status of Public Benefit Organisation;
- g) sale of donated items;
- h) income from the Foundation's business activities.

## § 9

1. The public benefit activities carried out by the Foundation are not economic activities and will be carried out as unpaid activities.
2. The performance of unpaid public benefit activities and business activities by the Foundation requires the accounting separation of each of these forms to the extent that it is possible to determine the income, costs and results of each of these activities, subject to accounting regulations.
3. The Foundation may carry out business activities in the country and abroad, only to the extent and in the magnitude serving the achievement of its objectives.
4. The commencement, termination and subject of business activities conducted by the Foundation are decided by the Board of the Foundation, subject to §11 item 6 of the Statute.
5. The Founding Fund may be used to conduct the Foundation's business activities in a proportion of not less than PLN 1,000 and not more than 50% of its value at the time of registration.
6. The business activity can be carried out in the subject area:
  - a) PKD 13 Manufacture of textiles
  - b) PKD 14 Manufacture of clothing
  - c) PKD 15 Manufacture of leather and leather products
  - d) PKD 17 Manufacture of paper and paper products
  - e) PKD 23 Manufacture of other non-metallic mineral products
  - f) PKD 32 Other manufacturing
  - g) PKD 47 Retail trade, except for retail trade of motor vehicles
  - h) PKD 55 Accommodation
  - i) PKD 56 Food and beverage service activities

## § 10

The Foundation dedicates its entire income (excess of income over expenses), including income from business activities, to its statutory purposes - public benefit activities.

## **Chapter IV**

### **Competences of the Founders**

#### § 11

Competences of the Founders include:

1. Election and removal of members of the Foundation's Board, including the election of the President of the Board.
2. Election and removal of members of the Foundation Council.
3. Adopting amendments to the Articles of Association.
4. Merging the Foundation with another Foundation.
5. Liquidation of the Foundation
6. Taking the first decision to undertake business activities by the Foundation.
7. Determining the remuneration of the members of the Foundation's bodies.
8. The Founders are members of the Foundation Council.
9. Other powers as provided for in the Statute and legislation.

## **Chapter V**

### **Bodies of the Foundation**

#### § 12

The Bodies of the Foundation are:

1. Foundation Council.
2. The Board of the Foundation.

### **Foundation Council**

#### § 13

1. The Foundation Council is the control entity and providing opinion to the Foundation.
2. The Council consists of 3 to 6 members and is appointed by the Founders for a term of 3 years.
3. A member of the Council may serve more than 1 term.

4. The Foundation Council, by virtue of the Statute, is composed of the Founders, one of whom serves as chairman of the Council.

5. In particularly justified cases, a member of the Council may be dismissed and thus deprived of his/her membership of the Council by a resolution adopted unanimously by the remaining members of the Foundation Council.

6. Membership of the Council expires as a result of:

- a) dismissal
- b) expiry of the term of office
- c) voluntary resignation, notified in writing to the Chairman of the Council
- d) conviction by a final court sentence for an intentional crime prosecuted by public indictment or for a fiscal crime committed through willful misconduct,
- e) death.

7. Members of the Board:

- a) They must not be members of the Board of Directors or be married to them, in cohabitation, in a relationship of consanguinity, affinity or official subordination,
- b) May not have been convicted by a final judgment of an intentional crime prosecuted by public indictment or a fiscal crime,
- c) They may receive, for the performance of their functions, reimbursement of reasonable expenses or remuneration in an amount not exceeding the average monthly remuneration in the enterprise sector announced by the President of the Central Statistical Office for the previous year.

#### § 14

1. The Foundation Council shall meet as and when required, at least twice a year.

2. The Council is convened by the Chairman of the Council on his/her own initiative or at the request of the Board.

3. The Council of the Foundation makes decisions in the form of resolutions by a simple majority of votes; in the event of a different number of votes, the Chairman's vote is decisive.

4. Minutes are kept of the meetings of the Board of the Foundation.

5. Meetings of the Foundation Council may be conducted by means of direct remote communication.



6. Members of the Council or other persons invited by the Board may attend Board meetings in an advisory capacity.

7. The Chairperson of the Foundation Council, or a member of the Council designated by him/her, manages the work of the Council, represents it externally, and convenes and chairs meetings of the Council.

## § 15

The powers of the Council include:

1. supervision of the activities of the Foundation and, in particular, control the Foundation's assets.
2. Control of the current activities of the Board of the Foundation.
3. Approval of the annual reports of the Board on its activities and granting discharge to the Board.
4. Giving its opinion on amendments to the Statute of the Foundation.
5. Decisions on the approval of the Foundation's annual accounts, its liquidation or its merger with another Foundation.
6. Expressing opinions on matters submitted to the Council by the Foundation's Board, approving annual and long-term programmes.

## **Board of the Foundation**

## § 16

1. The Board consists of 2 to -5 members and is appointed by the Founders for a term of 3 years.
2. A member of the Board may serve more than 1 term.
3. The Board is composed of members who have not been convicted by a final judgment of an intentional crime prosecuted by public indictment or a fiscal crime.
4. Membership in the Board expires as a result of:
  - a) dismissal
  - b) expiry of the term of office
  - c) submission of a written resignation to the Foundation Council
  - d) conviction by a final court sentence for an intentional crime prosecuted by public indictment or for a fiscal crime committed through willful misconduct,
  - e) death.

## § 17

1. Each member of the Board is authorised to represent the Foundation independently.
2. The Board may appoint proxies to manage a separate group of matters being a part of tasks of the Foundation.
3. Meetings of the Board shall be held as the need arises, at least twice a year.
4. Meetings of the Board shall be convened by the President, notifying all Board members electronically at least 3 days before the planned meeting.
5. Meetings may be held by means of direct remote communication.
6. The Board shall make decisions by means of resolutions by a majority of votes in the presence of at least half of the Board members. In the event of an equal distribution of votes, the President's vote shall be decisive.

## § 18

1. Competences of the Board include:
  - a) Managing the day-to-day operations of the Foundation.
  - b) Representing the Foundation externally.
  - c) Implementing the statutory objectives.
  - d) Elaborating annual and long-term programmes for the Foundation.
  - e) Exercising management over the Foundation's assets.
  - f) Drawing up annual financial statements of the Foundation's activities
  - g) Accepting donations, bequests and legacies, subsidies and grants.
  - h) Determining the size of employment, the amount of funds for remuneration of the Foundation's employees.
  - i) Making decisions on matters not delegated to other bodies.
  - j) Establishing branches, establishments, subsidiaries and representative offices of the Foundation.
  - k) Submitting applications to the Council for an opinion on amendments to the Statute.
2. The Board is obliged to submit an annual report on the Foundation's activities to the Foundation Council every year, by the 30th of June.

## Chapter VI

## **Amendment to the Statute, merger with another foundation, liquidation of the Foundation**

### § 19

1. Amendments to the Foundation's Statute are made by the Founders.
2. The Foundation may merge with another foundation in order to effectively pursue its objectives. The Founders decide on this matter.
3. The Foundation shall be liquidated when the objectives for which it was established have been achieved or when its financial resources and assets have been exhausted.
4. The decision to liquidate the Foundation shall be made by the Founders.
5. The financial resources and assets remaining after the liquidation of the Foundation shall be donated by the Founders for purposes convergent with the statutory objectives.

## **Chapter VII Final provisions**

### § 20

The Foundation is prohibited to:

- (a) grant loans or provide security for liabilities with respect to the assets of the Foundation in relation to its members, members of its bodies or employees, and persons with whom the members, members of its bodies or employees are married, in cohabitation or in a relationship of kinship or affinity in a direct line, kinship or affinity in a collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "related persons",
- b) transfer the assets for the benefit of the members, members of its bodies or employees, or their relatives, on principles other than in relation to third parties, in particular if the transfer is made free of charge or on preferential conditions,
- c) use of assets for the benefit of members, members of bodies or employees and their relatives on principles other than in relation to third parties, unless such use results directly from the statutory purpose,
- d) purchase of goods or services from entities in which members of the organisation, members of its bodies or employees and their relatives participate, on principles other than in relation to third parties or at prices higher than market prices.

§ 21

The Statute enters into force on the day the Foundation becomes a legal entity.