
The Charter of the Foundation "Royal Art in Poland"

Ars Regia 2/1 (2), 167-174

1993

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THE CHARTER OF THE FOUNDATION "ROYAL ART IN POLAND"

Chapter I General provision

§ 1

The Foundation "Royal Art in Poland", hereafter called "The Foundation", founded by the corporate bodies (legal entities) and private persons (individuals) mentioned by name in the supplement, which is an integrated part of this charter – and authenticated by the notarial act drawn up on September 6, 1992, acts in accordance with the Polish foundation law of April 6, 1984 (Journal of Law of the Republic of Poland 1991, nr 46, head 203) and this Charter.

§ 2

The Foundation has the status of a legal entity (legal status).

§ 3

The seat of the Foundation is the capital city Warsaw, Poland.

§ 4

1. The Foundation acts in the territory of the Republic of Poland.
2. In order to fulfill its science and business goals the Foundation may conduct its activities abroad after obtaining licenses required by law.

Chapter 2 Objectives and means of operations of the Foundation

§ 5

Objectives of the Foundation are as follows:

1. Organizing and supporting scientific research within the scope of the history of Polish and international Freemasonry.
2. Organizing and supporting the cataloguing and preservation of Freemasonry relics, but most of all the cataloguing of Polish objects connected with Freemasonry.
3. Restoration of the palace and the park in Dobrzyca (province of Kalisz) jointly financed with the National Museum in Poznań and financial

- aid to open in the Dobrzyca palace an exhibition of Freemasonry relics, including contemporary items.
4. Jointly financing activities of the Independent Section of the Freemasonry Collection of the Library of Poznań University located in Ciążeń on the Warta river (province of Konin).
 5. Co-operation with Polish and foreign science circles, museums, libraries and the scientific, educational and cultural establishments which are connected with the field of the history of Freemasonry.
 6. Dissemination of the knowledge of the past and present of Freemasonry by measures of organizing permanent and temporary exhibitions of Freemasonry relics in co-operation with Polish and foreign museums among other things.

§ 6

The objectives of the Foundation will be achieved by:

1. Soliciting and gaining financial aid and gifts.
2. Conducting business activities.
3. Co-operation with science, education, culture and business circles, state run units, associations, churches and religious unions, and social organizations in Poland and abroad.
4. Co-operation with other institutions with similar goals.
5. Initiating and organizing fundraising activities such as exhibitions, publishing, radio and TV programs.
6. Conducting independent publication activities as well as subsidizing other publications within the scope of Freemasonry.
7. Allocating funds and grants for scientific research.
8. Awarding prizes for outstanding scientific achievements and dissemination of knowledge about Freemasonry.

Chapter 3

Assets and sources of income of the Foundation.

§ 7

Assets of the Foundation make up the principal and amount to 100.000.000 (One hundred millions) zloty.

§ 8

Sources of income of the Foundation are:

1. Inheritances, endowments, donations, subventions and other increments of property which the Foundation obtains from Polish and foreign corporate bodies and individuals.

2. Business activities' revenues.
3. Incomes from collections and public events.
4. Interest revenue.
5. Other possible incomes and revenues.

Chapter 4

§ 9

The bodies of the Foundation are:

1. The Founders Assembly.
2. The Foundation Council.
3. Board of Directors.

§ 10

The Founders Assembly consists of individuals and corporate bodies, herein after called Founders and Donors.

1. By the Founders are meant persons who have contributed a certain fixed amount of money to the principal of the Foundation.
2. Individuals and corporate bodies who have made significant increments of property for the benefit of the Foundation become Donors; the designation is proposed by The Foundation Council or Board of Directors and must be approved by The Founders Assembly.
3. Corporate bodies act in the Founders Assembly through their representatives.
4. A corporate body can delegate only one representative to the Founders Assembly.
5. The Founders Assembly elects a Chairman and Secretary of the Assembly, and a Honorary Chairman of the Foundation from amongst its members, during its first session.
6. A member of the Founders Assembly enjoys his/her rights with no time limit being fixed.
7. A member of the Founders Assembly may resign from his/her rights by informing the Chairman or the Secretary of the Founders Assembly in writing.
8. In case of absence from the Founders Assembly session, a member of the Founders Assembly may pass his/her rights to another member; this may happen only once.
9. Passing of the rights must be done in writing and submitted to the Chairman or the Secretary of the Founders Assembly.
10. The Founders Assembly sessions may be held by means of telecommunication facilities.

§ 11

The Founders Assembly is the supreme body of the Foundation.

§ 12

The Founders Assembly is particularly empowered to:

1. Appoint the Board of Directors of the Foundation during the first session and later on, to apply to the Foundation Council to appoint, recall or suspend a member of Board of Directors.
2. Appoint and recall the Foundation Council.
3. Consider and approve The Foundation Council's reports referring to the fulfillment of the Foundation objectives and state of finances.
4. Pass resolutions as to the distribution of profits.
5. Decide exclusively how to use the principal of the Foundation.
6. Remark 'upon the fulfillment of the Foundation objectives stated in this Charter.

§ 13

1. The Founders Assembly sessions are convened by the Chairman (as necessary); the Chairman is also obliged to convene an Assembly session after receiving a written motion signed by 1/3 of the members of the Assembly or a motion from the Foundation Council.
2. The Founders Assembly sessions are held as necessary, but at least once every year.
3. The Founders Assembly resolutions are passed by an ordinary majority of the votes cast when at least half of the members of the Assembly, including the Chairman and Secretary, participate in a session.
4. The Founders Assembly will vote on details of the session's procedure in its internal regulations.

§ 14

1. The Foundation Council consists of at least 7 and at most 13 members; they are called for three-year terms by the Foundation Assembly.
2. A private person as well as a corporate body, acting through its representative, may be appointed as a member of the Council.
3. Members of the Foundation Council cannot sit on the Board of Directors at the same time.
4. Members of the Foundation Council serve voluntarily.
5. Members of the Foundation Council may be recalled before the end of their term by the Founders Assembly.
6. The Founders Assembly may complete the Foundation Council during its tenure.

7. The Foundation Council will elect its Chairman, Deputy and Secretary and appoint commissions, at least the Museum Commission and the Grant and Prize Commission, during its first session.

§ 15

The Foundation Council acting as the supervisory body produces research programs of the Foundation.

§ 16

The Foundation Council is particularly entitled to:

1. Plan the Foundation activities according to the ideas mentioned in chapter I.
2. Consider and approve the Board of Directors' annual reports of the scientific, social and business activities; consider and approve the financial report which must be done by March 31 of each year.
3. Issue opinions on the matters submitted by the Board of Directors.
4. Issue an annual status report on the fulfillment of the goals of the Foundation.
5. Pass resolutions concerning the amount of money that may be spent on the fulfillment of the Foundation goals, including grants and prizes; the money may be taken from the Foundation income or the principal, if the Founders Assembly so decides.
6. Pass internal regulations for the Council and the Board of Directors.
7. Appoint, recall and suspend members of the Board of Directors.
8. Supervise and control the Board of Directors.
9. Pass resolutions concerning the part of the Foundation income which will be invested to carry on the business activity.

§ 17

1. The Foundation Council sessions are convened by its Chairman; the Chairman is also obliged to convene the Council sessions after receiving a formal request from the Founders Assembly or the Board of Directors.
2. The Foundation Council sessions are held as necessary, but at least once per calendar year.
3. The Foundation Council resolutions are passed by an ordinary majority of votes cast, when at least half of the members of the Council, including the Chairman and his/her deputy, participate in the session.
4. Details of the sessions' procedure, principles of appointing, recalling or suspending the members of the Board of Directors as well as principles of supervision over the Board of Directors will be stated in the Council's internal regulations.

§ 18

1. The Board of Directors consists of three to five members appointed for a three year term. The first Board of Directors is elected by the Founders Assembly during its first session. Later on members of the Board of Directors are appointed and recalled by the Foundation Council.
2. The members of the Board of Directors may either be employed by the Foundation or serve voluntarily.
3. The Foundation Council passes the resolutions of employment and payment rules.
4. The Board of Directors elects the President of the Board of Directors, the Deputy and the Treasurer from amongst its members during its first session.
5. The Treasurer fulfills his/her duties with help from the Chief Accountant.
6. The Board of Directors employs the Chief Accountant and the office workers according to the regulations passed by the Foundation Council.
7. Two members of the Board of Directors are empowered to make statements (declarations of will; declarations of intentions) on behalf of the Foundation, excluding cases stated in chapter 6 of this Charter.

§ 19

1. The Board of Directors manages and coordinates the complex activities of the Foundation; it is in charge of the fulfillment of the Foundation's objectives and the finances of the Foundation; the Board of Directors also:
 - a) represents the Foundation;
 - b) establishes and liquidates business and research units of the Foundation in Poland and abroad, describes (limits) their territorial range, kinds of activity and structure, after consulting the Foundation Council and this Charter;
 - c) has the Foundation assets and income at its disposal, conditioned on the Foundation Council authorization.
2. The Board of Directors activities are limited by the resolutions of the Founders Assembly, the Foundation Council and the regulations issued by the Foundation Council.
3. The Board of Directors submits reports of its activities to the Foundation Council at least one month before the term of the office expires; the annual financial report must be submitted and approved by March 1.

Chapter 5
Business activities of the Foundation.

§ 20

The Foundation carries out its business activities in Poland and abroad in accordance with the law. The following are preferred kinds of activities:

manufacturing, trading and consulting; spreading the knowledge about Freemasonry and general history through publications, audio-video programs, exhibitions, classes, conferences; organizing of science research and consulting; organizing and servicing science, cultural and travel events; building, renovating, and preservation, especially of the monuments and relics; production and distribution of publication and audio-video works, souvenirs, utensils and kits used in the teaching process and highly sophisticated equipment for science research.

§ 21

The Board of Directors may allocate to the Foundation business activities funds taken from:

- a) the principal – the amount of money taken is determined by the Founders Assembly;
- b) interest on the principal – up to a sum to be determined by the Founders Assembly;
- c) donations, inheritances and subsidies, unless the donor decides otherwise;
- d) income from business activities – the amount of money should be proposed by the Board of Directors and approved by the Foundation Council every year.

§ 22

1. The Board of Directors authorizes business units acting on behalf of the Foundation.
2. The Board of Directors appoints managers of those business units.
3. A business unit manager is a manager by Polish labor law.
4. The Foundation may participate in commercial law companies. In order to join a company two members of the Board of Directors must make a statement, upon the approval of the Foundation Council.
5. The Foundation Council's permission in writing is also necessary for:
 - a) signing long term contracts – no shorter than twelve months;
 - b) signing contracts for up to 1/3 of the sum fixed for the business activities for one year; it does not apply to employment contracts;
 - c) alienation (sale) of more than 1/3 of the fixed assets allocated in the same account year to business activities, before the end of the period of amortization;
 - d) other matters determined by the Foundation Council.

§ 23

The Foundation may conduct its business activities providing the value of the assets fixed to carry on the business activity is not less than is demanded by Polish foundation law, par.5, part 5.

Chapter 6

Merger of the Foundation, amendments to the Foundation Charter

§ 24

The Foundation may be merged with another foundation of similar goals; all conditions of the merger are stated in an agreement between the two parties.

§ 25

Amendments to the Foundation Charter may be introduced by the Founders Assembly, which takes the opinions of the Foundation Council and the Board of Directors into account.

Chapter 7

Dissolution of the Foundation

1. The resolution of the dissolution of the Foundation is passed by the Founders Assembly; the Foundation Council and the Board of Directors' opinions are taken into consideration; the dissolution progresses in accordance with Polish foundation law.
2. The dissolution is carried out by a liquidator appointed by the Founders Assembly.
3. The liquidator takes over the competencies of the Board of Directors of the Foundation.
4. After settling obligations and debts of the Foundation, the Founders Assembly transfers the Foundation property to research, educational, cultural units and charities, chosen by the Assembly.

§ 27

This Charter becomes effective on the day of authorization of the Foundation by the notary's office and registration of the Foundation in the registration court with legal status.