

ARTICLES OF ASSOCIATION
of the Art and Research Foundation
***om* – Organisms and Machines in Culture**

General Provisions

§ 1

1. The name of the foundation is

"Fundacja Artystyczno-Badawcza *om* – organizmy i maszyny w kulturze" (Art and Research Foundation *om* – organisms and machines in culture).

The Foundation was established by Violetta Maria Kuś and Anetta Irena Kuś, hereinafter referred to as Founders, under a notarial deed prepared by Aleksandra Radzińska, a trainee notary acting on behalf of Dorota Fabiańczyk-Szajgin, a notary with offices in Bydgoszcz, in the Notarial Office at 4/4 Jana i Jędrzeja Śniadeckich Str., on 7 January 2015. The Foundation operates in accordance to the provisions of Polish law on foundations, and these Articles of Association.

2. The Foundation is apolitical and it is not associated with any religion.

§ 2

The Foundation has legal personality.

§ 3

The Foundation is supervised by the Ministry of Culture and National Heritage.

§ 4

The Foundation is based in Bydgoszcz.

§ 5

1. The Foundation operates in the Republic of Poland; however, for proper implementation of its objectives, it can also operate across borders.
2. For the purposes of co-operation with institutions and entities abroad, the Foundation may use its name translated into selected foreign languages.

§ 6

The Foundation uses stamps with the identification information.

§ 7

The Foundation can establish badges, honorary medals and grant them, as well as other awards and distinctions to natural and legal persons of merit for the Foundation.

Objectives and Operating Procedures of the Foundation

§ 8

The Foundation has the following objectives:

1. To develop and raise awareness of the newest fields in arts and culture, on the basis of artistic, research and scientific projects;
2. To conduct experiments, studies, transdisciplinary activities initiating a dialogue between artists-researchers and scientists;
3. To search for a new exploitation space in the most recent art, and for methods of recording it for archivisation and maintenance of the works;
4. To exchange curating, artistic, research and scientific experiences in order to create alternative spaces for activity;
5. To cooperate with scientific centres and laboratories, and to present transdisciplinary and relational projects;
6. To digitalise the cultural, technological and natural heritage in Poland and abroad.

§ 9

The Foundation implements its objectives by:

1. Creating common platforms for cooperation between artists, researchers, art curators, scientists, as well as people gathered around civic initiatives;
2. Organising residencies based on research, artistic and scientific processes;
3. Implementation and production of artistic and research projects;
4. Organising and conducting education workshops related to the programme goals of the Foundation;
5. Organising or participating in symposia, scientific, research and artistic conferences;

6. Preparation of publications related to the programme of the Foundation;
7. Initiation of a database in the virtual space;
8. Archivisation and digitalisation of the cultural heritage and natural environment collections, as well as projects of the Foundation.

§ 10

In order to achieve its objectives, the Foundation can support activities of other people and institutions oriented towards common goals.

Assets and Revenues of the Foundation

§ 11

The Foundation's assets comprise its foundation capital in the amount of 1,000 (one thousand) PLN, and other property acquired by the Foundation in the course of its activities.

§ 12

Revenues of the Foundation can be derived primarily from:

- Donations, legacies, bequests;
- Subsidies and subventions from legal persons, and grants;
- Income from public collections and public events;
- Income from the Foundation's assets;
- Bank interests and deposits.

Total revenue generated by the Foundation is exclusively for its statutory activities.

§ 13

1. The Foundation's income derived from subsidies, subventions, donations, legacies and bequests shall be used to pursue the Foundation's objectives only respecting the will of the heirs and donors.
2. If a donation or inheritance is accepted, the declarations required by the law shall be made by the Foundation Board.
3. If the Foundation is summoned to accept a legacy, the Foundation Board will submit a statement of acceptance of the legacy with all its obligations, only if potential debts do not exceed the value of the Foundation's assets.
4. The Foundation performs paid, as well as free of charge, public benefit activities.

5. The Foundation maintains financial management according to the regulations of the Polish law.
6. The financial year shall be the calendar year.

The Foundation's Authorities

§ 14

1. The Foundation is managed by the Foundation Board.
2. Foundation Board is composed of three to seven members.
3. The Founders, pursuant to the Articles of Association, are members of the Board.
4. In declarations of will the Founders determine their role in the Foundation Board, and appoint among themselves the President of the Board.
5. The Founder in the role of the first President of the Board is entitled to:
 - Appoint members of the Board and Programme Council;
 - Dismiss members of the Board and Programme Council;
 - Appoint next President of the Board.
6. Member of the Foundation Board and Programme Council is appointed for indeterminate period of time.
7. Membership in the Board and Programme Council is withdrawn in case of:
 - Death of the Board Member;
 - Resignation submitted in writing;
 - Dismissal due to:
 - a) Judicial deprivation of public rights or loss of legal capacity;
 - b) Other circumstances permanently preventing the Board Member or the Programme Council Member from performance of the function, or causing loss of trust towards the Member of the above mentioned organs.
8. In the event of death of the President of the Board, the Board Members elect a new President among themselves, unless the person to perform this function was previously appointed by the President of the Board.
9. The Board manages activities of the Foundation and represents it in external relations.
10. The Board's tasks include:
 - a) Adoption of annual action plans and financial plans of the Foundation;
 - b) Defining the main directions of the Foundation's activities, in co-operation with the Programme Council;
 - c) Adoption of regulations;

- d) Management of the Foundation's assets;
 - e) Setting the level of employment and remuneration for employees of the Foundation;
 - f) Taking decisions in any matters related to activities of the Foundation;
 - g) Acceptance of donations, legacies and bequests, subventions and subsidies;
 - h) Preparation of annual financial statements and factual reports, as well as their approval by the Foundation Board by simple majority, with information from the Programme Council about its work;
 - i) Submission of reports to appropriate supervisory bodies, in accordance with provisions of the Polish law;
 - j) Requesting and granting permission in matters related to modification of the Foundation's articles of association, merger with another foundation or liquidation of the Foundation.
11. The Foundation Board gathers at least twice a year.
 12. A meeting of the Foundation Board is called by the President of the Board, on her own initiative or pursuant to a written request of the Board.
 13. All the Board Members must be informed about the meeting.
 14. The Board takes decisions during meetings in the form of resolutions, by simple majority, in the presence of at least half of the Board Members; in event of a tie vote, the person calling the meeting shall have the casting vote.
 15. The Board can appoint proxies to manage specific areas of the Foundation's statutory activity.
 16. Minutes from a meeting of the Foundation Board can be in the form of audio file or a printout of an electronic textual record, confirmed by signatures of the Board Members.
 17. Documentation of the Foundation shall be stored in an electronic form, unless the situation necessitates archiving of hard copies of documents.

Programme Council

§ 15

1. The Programme Council is the Foundation's advisory body.
2. The Programme council is composed of at least three members.
3. Members of the Programme Council do not receive remuneration for the work in the council, with the exception of reimbursement of documented expenses associated with participation in the work of that body, including travel costs.

4. Membership of the Programme Council cannot be combined with performance of a function in the Foundation Board or with employment in the Foundation.
5. In the event the member of the Programme Council is appointed, by his or her approval, to the Foundation Board, or employed by the Foundation, his or her membership of the Programme Council is suspended for the time of performance of the function, or for the period of employment, respectively.
6. The Programme Council is not obliged to meet collectively at meetings. Contacts between members of the Programme Council can be individual, via the Internet or other communicators used by the Foundation Board.
7. Name and surname of the Programme Council member is presented in information and implementation materials of the Foundation, with the exception of members who do not grant their permission for public presentation of their personal data.

Mode of Representation

§ 16

1. Declarations of will on behalf of the Foundation, except for Paragraph 2, are made by two Board members acting together.
2. In matters related to employment of employees, and in matters not connected with incurring liabilities of over PLN 5,000 (five thousand zlotys), declarations of will on behalf of the Foundation can be made by one person, the President of the Foundation Board, or Vice President of the Board.

Amendments to the Articles of Association

§ 17

The articles of association are amended by the President of the Foundation, with the consent of the Foundation Board, and after the members of the Programme Council have been informed. Amendments to the articles of association may be related to the objectives for which the Foundation was established, determined in the foundation act.

Merger with Another Foundation

§ 18

1. The Foundation may merge with another foundation in order to implement its objectives effectively

2. Merging with another foundation shall be prohibited if the merger could considerably affect the Foundation's objectives.

§ 19

Matters related to merger with another foundation rest with the Board, whose decisions require a unanimous resolution, and informing the members of the Programme Council.

Liquidation of the Foundation

§ 20

1. The Foundation shall be put into liquidation when the statutory objectives have been achieved, or in the event of exhaustion of the Foundation's property and financial assets.
2. President of the Board appoints and dismisses liquidators of the Foundation.

§ 21

Decision to liquidate the Foundation is taken by the Foundation Board in a unanimous resolution, with simultaneous notification to the Foundation's Programme Council.

§ 22

Financial assets and property after the liquidation of the Foundation may be placed at the disposal of another foundation with similar objectives, or artistic and scientific or research centres, operating within the Republic of Poland, as designated by the resolution of the Foundation Board.